

Notice of Annual General Meeting and Proxy Form

Plenti Group Limited (ASX:PLT) provides the attached Notice of Annual General Meeting and Proxy Form.

Authorised for release by the Board of Plenti Group Limited.

For more information please contact:

Daniel Foggo
Chief Executive Officer
shareholders@plenti.com.au

About Plenti

Plenti is a fintech lender. We provide faster, fairer loans by leveraging our smart technology.

We offer award-winning automotive, renewable energy and personal loans, delivered by our proprietary technology, to help creditworthy borrowers bring their big ideas to life.

Since our establishment in 2014, our loan originations have grown consistently, supported by diversified loan products, distribution channels and funding, and underpinned by our exceptional credit performance and continual innovation.

For more information visit plenti.com.au/shareholders.

Plenti Group Limited

Notice of 2023 Annual General Meeting
Explanatory Statement | Proxy Form



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8 August 2023 | 3:00pm AEST

This AGM will be held as a virtual meeting at https://us02web.zoom.us/webinar/register/WN_OtCNuBm8S_eqepBr1l1Eow

Registration will commence at **2:30pm (AEST)**.

Further instructions for attending the meeting online are provided within this Notice and in the Registration and Voting Guide available at <https://www.automicgroup.com.au/wp-content/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>.

This Notice of Meeting should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their professional advisers prior to voting.

Letter from the Chairman

Dear Shareholders

On behalf of the Board of Plenti Group Limited (**Plenti**), I am pleased to invite you to join the Annual General Meeting (**AGM**), which will be held on **Tuesday, 8 August 2023** at **3:00pm (AEST)**.

Plenti is holding its AGM in a virtual format, only accessible online.

Shareholders and proxy holders participating in the meeting will be able to submit questions and vote in real time. I encourage the lodgement of proxy votes ahead of the meeting and shareholders are also able to submit their questions in advance via the company website. Further details regarding participation in the AGM are set out on page 14 of this document.

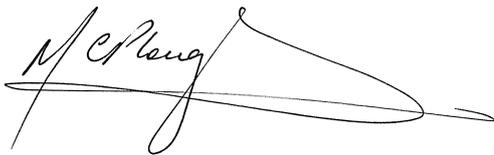
The notice of meeting sets out the business that will be proposed at the AGM, with 6 key items in addition to the consideration of the financial statements and reports, and the adoption of the remuneration report.

The items of business to be proposed at the meeting are the re-election of Mary Ploughman and Peter Behrens as directors; the approval of a grant of performance rights to Daniel Foggo the CEO and managing director; the approval of an increase to Plenti's ASX Listing Rule placement capacity; and the renewal of the proportional takeover provisions in Plenti's Constitution.

The Board, excluding the interested directors, recommends that members vote in favour of the proposed resolutions.

The results of the AGM will be available at www.plenti.com.au and on the ASX after the meeting has concluded.

On behalf of the Board, I look forward to welcoming you to Plenti's 2023 AGM.

A handwritten signature in black ink, appearing to read 'M Ploughman', with a long horizontal flourish extending to the right.

Mary Ploughman
Chairman

Notice of Annual General Meeting

Notice is given that the 2023 Annual General Meeting of Plenti Group Limited (ACN 643 435 492) (the **Company**) will be held at **3:00pm (AEST) on Tuesday, 8 August 2023** as a virtual meeting (**Meeting** or **AGM**).

The Explanatory Statement to this Notice of Meeting provides additional information on each item of business to be considered at the Meeting. The Explanatory Statement and the Proxy Form form part of this Notice of Meeting.

Terms and abbreviations used in this Notice of Meeting and the Explanatory Statement are defined in the Glossary.

Items of business

Item 1 – Financial statements and reports

To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 March 2023 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report for that financial year.

Note: This item is for discussion only.

Item 2 – Adoption of Remuneration Report

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That the Remuneration Report for the financial year ended 31 March 2023 be adopted."

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

Item 3 – Re-election of Mary Ploughman as a Director

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"To re-elect Mary Ploughman as a Director of the Company."

Item 4 – Re-election of Peter Behrens as a Director

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"To re-elect Peter Behrens as a Director of the Company."

Item 5 – Approval of Issue of STI Share Rights to Mr Daniel Foggo, Director/CEO of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That the issue and allotment of 367,871 STI Share Rights to Mr Daniel Foggo, Director/CEO of the Company, under the Company's Short Term Incentive Plan as described in the Explanatory Statement be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes."

Item 6 – Approval of Issue of LTI Share Rights to Mr Daniel Foggo, Director/CEO of the Company

To consider and, if thought fit, to pass the following Resolution as an **Ordinary Resolution**:

"That the issue and allotment of 1,201,240 LTI Share Rights to Mr Daniel Foggo, Director/CEO of the Company, under the Company's Long Term Incentive Plan as described in the Explanatory Statement be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes."

Item 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement be approved."

Item 8 – Renewal of Proportional Takeover Provisions in the Constitution

To consider and, if thought fit, to pass the following Resolution as a **Special Resolution**:

"That the proportional takeover provisions in Clause 14 of the Constitution be renewed for a period of three years with effect from the date of the Annual General Meeting."

BY ORDER OF THE BOARD



Georgina Koch
Company Secretary
Level 5, 14 Martin Place
Sydney NSW 2000, Australia
7 July 2023

Explanatory Statement

The purpose of this Explanatory Statement is to provide information which the Directors believe to be material to Shareholders in deciding whether or not to pass the Resolutions in the Notice of Meeting.

If you are in any doubt about what to do in relation to the Resolutions contemplated in the Notice of Meeting and this Explanatory Statement, it is recommended that you seek advice from an accountant, solicitor, or other professional advisor.

Item 1 – Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 March 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report (together, the **Reports**).

Shareholders may view the Reports on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Reports, contact the Share Registry by sending an email to hello@automic.com.au.

No resolution is required for this item, but Shareholders will be given a reasonable opportunity to ask questions and to make comments on the Reports, as well as the management and performance of the Company.

The Company's auditor will also be present at the Meeting and Shareholders will be given a reasonable opportunity to ask questions of the Company's auditor in relation to the:

- conduct of the audit;
- preparation and content of the Auditor's Report;
- accounting policies adopted by the Company in relation to the preparation of the financial statements; and
- independence of the auditor in relation to the conduct of the audit.

The Company recommends that Shareholders submit questions for the Company's auditor in advance of the Meeting. If Shareholders wish to submit questions for the Company's auditor prior to the Meeting, questions should be submitted by **5:00pm (AEST) on Tuesday 1 August 2023**. See "Important information" for further details on how to submit questions prior to the Meeting. Shareholders can raise questions for the Company's auditor on the day of the Meeting.

Item 2 – Adoption of Remuneration Report

In accordance with the Corporations Act, the Company is seeking the adoption of the Remuneration Report by Shareholders at the Meeting.

The Remuneration Report is set out in the Company's Annual Financial Report, which is available on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Remuneration Report, contact the Share Registry by sending an email to hello@automic.com.au.

The Remuneration Report summarises the Company's approach to remuneration and the remuneration arrangements for Directors and key management personnel (**KMP**), including the terms of the incentive arrangements in place for KMP.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into account when considering future remuneration policies.

Shareholders will be given a reasonable opportunity to ask questions about or make comments both prior to and during the Meeting on the Remuneration Report.

Voting exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast on this item:

- by or on behalf of a member of the Company's KMP, whose remuneration details are included in the Remuneration Report (or their Closely Related Parties) in any capacity; and
- as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting, unless the vote is cast as proxy for a person entitled to vote:
- in accordance with the directions given to the proxy by that person on the Proxy Form; or
- by the Chairman as the Chairman has received express authority to vote undirected proxies as the Chairman sees fit, despite the fact that this item is connected with the remuneration of the Company's KMP.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on this item on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on this item even though this item is connected directly or indirectly with the remuneration of a member of the KMP, which includes the Chairman.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote all available proxies in favour of this item.

Item 3 – Re-election of Mary Ploughman as a Director

Mary Ploughman was appointed by the Board as a non-executive independent Director of the Company in July 2020. At the Meeting she will cease to hold office in accordance with article 21.1 of the Constitution and, being eligible, offers herself for re-election as a Director of the Company.

Mary is a member of the Audit & Risk Committee, and a member of the People & Culture Committee.

Mary has 30 years' leadership, financial services (including the non-bank sector), capital markets, securitisation, mergers & acquisition, governance and risk management experience on a range of financial institutions, infrastructure and not for profit boards.

Mary holds a Bachelor of Economics and is a Graduate of Australian Institute of Company Directors. Mary is a director of PropSA Group Limited, Qualitas Limited and is Chairman of Pitcher Partners Sydney.

The Board considers Mary's skills and extensive experience will continue to complement and enhance the Board's decision making.

An assessment was undertaken of Mary's independence as against the requirements set out in the Board Charter and the independence criteria in the ASX Corporate Governance Principles and Recommendations. The Board is satisfied that Mary is an independent Director.

Directors' recommendation

The Directors (other than Mary Ploughman) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Item 4 – Re-election of Peter Behrens as a Director

Peter Behrens was appointed as a non-executive independent Director of the Company on 12 August 2020. At the Meeting he will cease to hold office in accordance with article 21.1 of the Constitution and, being eligible, offers himself for re-election as a Director of the Company.

Peter Behrens is a member of the Audit & Risk Committee.

Peter has 20 years' experience in law, financial services and growth companies with Ashurst, Royal Bank of Scotland plc, Laxfield Capital, RMML and Metro Bank plc.

Peter holds a Master of Arts with Honours.

The Board considers Peter's skills and extensive experience will continue to complement and enhance the Board's decision making.

An assessment was undertaken of Peter's independence as against the requirements set out in the Board Charter and the independence criteria in the ASX Corporate Governance Principles and Recommendations. The Board is satisfied that Peter is an independent Director.

Directors' recommendation

The Directors (other than Peter Behrens) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Items 5 and 6 – Approval of Issue of Incentive Securities to Mr Daniel Foggo, Director/CEO of the Company

Background

Daniel Foggo is a director and CEO of the Company and as such, ASX Listing Rule 10.14.1 applies.

Shareholder approval is sought to grant to the Director/CEO, Daniel Foggo:

- (a) 367,871 STI Share Rights under the terms of the Company's Short Term Incentive Plan (**STIP**) for FY23; and
- (b) 1,201,240 LTI Share Rights under the terms of the Company's Long Term Incentive Plan (**LTIP**) for FY24.

The provision of equity rights ensures direct alignment with Shareholders and encourages executives to execute a business strategy that builds the value of the business over the longer term. It also aligns the Company's remuneration structure with that of its market competitors in order to attract, motivate, retain and reward key executives.

If Shareholders approve:

- (a) item 5, 367,871 STI Share Rights will be granted to Daniel Foggo; and
- (b) item 6, 1,201,240 LTI Share Rights will be granted to Daniel Foggo,

in each case, shortly after the AGM and in any event within 6 months of the date of the AGM.

Key terms of STI Share Rights

An overview of the key terms of the proposed grant of STI Share Rights to Daniel Foggo under the STIP is set out below.

Number of STI Share Rights

Subject to Shareholder approval, Daniel Foggo will be granted 367,871 Share Rights under the STIP for the period between April 2022 and March 2023 (Daniel Foggo was granted 193,670 Share Rights under the STIP for the period between April 2021 and March 2022 previously).

Daniel Foggo's STI opportunity is set as a percentage of his base salary, 50% at target and 70% at maximum. His award was determined by measuring performance against Company level and individual level targets set at the start of the FY23 performance period. Performance targets at the Company level for FY23 related to the achievement of loan origination growth and cash NPAT targets. Further information on these performance targets is set out in the Company's Remuneration Report. Based on performance against those targets during the FY23 performance period, the Board has determined Daniel Foggo's FY23 STI award to be \$193,500 being 61% of his maximum STI opportunity.

75% of the Director/CEO's STI award (\$145,125) is proposed to be awarded via STI Share Rights. The number of STI Share Rights to be granted has been calculated by dividing \$145,125 by the VWAP of the Shares over the 20 Trading Days up to and including 23 May 2023 (which was \$0.3945), being the day prior to the release of the Company's financial results for FY23.

No price is payable for the grant or conversion of the STI Share Rights.

STI Share Rights

Daniel Foggo will not be eligible to receive any dividends on STI Share Rights until the rights vest, are exercised, and the Shares are allocated. STI Share Rights carry no right to any dividend equivalent amount on vesting. STI Share Rights also do not carry any voting rights.

STI Share Rights are not transferable (except in limited circumstances or with the consent of the Board).

Entitlement and Vesting

Each STI Share Right will give Daniel Foggo a right to receive one Share (or a cash amount equivalent to the value of a share at the Board's discretion). The STI Share Rights will be granted in two equal tranches:

- (a) **Tranche 1:** The Share Rights in this tranche will be eligible to vest in July 2023 following the release of the Plenti 1Q24 trading update (the first **Vesting Period**); and
- (b) **Tranche 2:** The Share Rights in this tranche will be eligible to vest in January 2024 following the release of the Plenti 3Q24 trading update (the second **Vesting Period**).

There are no further performance conditions that attach to the vesting of the STI Share Rights (other than in respect of the continued employment of the CEO, as set out further below).

Key terms of LTI Share Rights

An overview of the key terms of the proposed grant of LTI Share Rights to Daniel Foggo under the LTIP is set out below.

Number of LTI Share Rights

Subject to Shareholder approval, Daniel Foggo will be granted 1,201,240 LTI Share Rights under the LTIP (Daniel Foggo was issued 632,733 LTI Share Rights in respect of the prior financial year as set out in the Company's Annual Financial Report).

The number of LTI Share Rights to be granted has been calculated by dividing \$465,000 (being the CEO's LTI financial opportunity for FY24) by the VWAP of Shares over the 20 Trading Days up to and including 22 June 2023 (which was \$0.38710). The vesting of LTI Share Rights is subject to the vesting conditions set out below.

No price is payable for the grant or conversion of the LTI Share Rights.

LTI Share Rights

Daniel Foggo will not be eligible to receive any dividends on LTI Share Rights until the rights vest and the Shares are allocated. LTI Share Rights carry no right to any dividend equivalent amount on vesting. LTI Share Rights also do not carry any voting rights.

LTI Share Rights are not transferable (except in limited circumstances or with the consent of the Board).

Entitlement and Vesting

Each LTI Share Right will give Daniel Foggo a right to receive one Share (or a cash amount equivalent to the value of a share at the discretion of the Board), subject to the satisfaction of a compliance gateway condition, applicable performance and service conditions over the performance period, and the Board's discretion. The LTI Share Rights will be granted in two equal tranches:

- (a) **Tranche 1:** The performance period for LTI Share Rights in this tranche runs from 1 April 2023 to 31 March 2025 (the first **Performance Period**); and
- (b) **Tranche 2:** The performance period for LTI Share Rights in this tranche runs from 1 April 2023 to 31 March 2026 (the second **Performance Period**).

The vested Shares are not transferable (except in limited circumstances or with the consent of the Board).

(A) Compliance gateway condition

The "gateway" condition qualifies the vesting of the LTI Share Rights by requiring that the Board be satisfied that there has been no material compliance breach during the relevant Performance Period that results in a material financial loss to the Plenti group (i.e. over \$5 million), or significant damage to the reputation of the Plenti group. The Board will determine the satisfaction of this condition in its absolute discretion.

(B) Other vesting conditions

The vesting of the LTI Share Rights is also subject to the satisfaction of the Performance Hurdles (set out below).

Performance Hurdle	% of LTI Share Rights	Vesting Scale	
<p>Net interest income - compound annual growth rate (CAGR)</p> <p>This hurdle is tested by measuring the net interest income compound annual growth rate (CAGR) achieved by the Company over the relevant Performance Period, by comparing the Company's net interest income (net income less funding costs) for the final financial year of the relevant Performance Period to its net interest income for the financial year ended 31 March 2023 (base year).</p>	This applies to 35% of the LTI Share Rights in each Tranche.	<p>CAGR</p> <p><25%</p> <p>>25% but <32%</p> <p>>32%</p>	<p>LTI Share Rights subject to this hurdle that vest (%)</p> <p>0%</p> <p>Pro-rata vesting between threshold and target</p> <p>100%</p>
<p>Cost-to-net interest income ratio</p> <p>The cost-to-net interest income hurdle is tested by determining the change in the cost-to-net interest income ratio of the Company's operations over the relevant Performance Period, by comparing the Company's cost-to-net interest income for the final financial year of the relevant Performance Period to base year cost-to-net interest income ratio.</p>	This applies to 35% of the LTI Share Rights in each Tranche.	<p>Performance hurdle achieved if there is a material reduction in the cost-to-net interest income ratio from 79% in FY23 to:</p> <p>(a) (for Tranche 1) in FY25:</p> <p>Cost-to-net income ratio</p> <p>>65%</p> <p><65% but >55%</p> <p>≤55%</p>	<p>LTI Share Rights subject to this hurdle that vest (%)</p> <p>0%</p> <p>Pro-rata vesting between threshold and target</p> <p>100%</p> <p>(b) (for Tranche 2) in FY26:</p> <p>Cost-to-net income ratio</p> <p>>60%</p> <p><65% but >50%</p> <p>≤50%</p>
<p>Strategic hurdles</p> <p>The strategic hurdles are tested at the end of the relevant Performance Period.</p>	This applies to 30% of the LTI Share Rights in each Tranche.	Performance hurdle achieved if the Board determines that the relevant strategic hurdles, relating to the achievement of technology objectives and key result targets and cash NPAT profitability growth, have been met.	

Any LTI Share Rights that do not vest following testing will lapse.

Additional key terms for STI Share Rights and LTI Share Rights

Cessation of employment

If Daniel Foggo's employment with the Company is terminated for cause (including for gross misconduct), all unvested STI and LTI Share Rights will lapse.

In respect of the LTI Share Rights specifically, if Daniel Foggo ceases employment with the Company for any other reason (including and not limited to death, disability, redundancy, retirement and mutual agreement), all unvested LTI Share Rights will lapse.

However, the Board has discretion to determine that, in certain circumstances including in the event of the CEO's resignation, that some or all of the unvested LTI Share Rights will be retained or forfeited.

If the STI Share Rights or LTI Share Rights have vested but Daniel Foggo ceases employment with the Company before exercising these rights:

- as a result of termination for cause (including gross misconduct), all vested STI Share Rights and LTI Share Rights will lapse; and
- for any other reason (including death, disability, redundancy, retirement and mutual agreement), Daniel Foggo will be required to exercise all vested STI Share Rights and LTI Share Rights within 90 days of ceasing employment.

Clawback

Where the Board considers that Daniel Foggo received inappropriate or unfair benefits in connection with the STI Share Rights or LTI Share Rights, including due to fraud, dishonesty, gross misconduct, breach of obligations or actions that bring the Company into disrepute, the Board may, in its absolute discretion, determine an appropriate treatment for the STI Share Rights or LTI Share Rights and/or shares allocated on vesting of the STI Share Rights or LTI Share Rights (including in some cases variation to, or clawback of, the STI Share Rights or LTI Share Rights or the value of the shares granted on exercise of the Share Rights).

Change of control or divestment of business

In the event of a change of control or the divestment of a business/asset of the Company, the Board may exercise discretion to determine an appropriate treatment for the STI Share Rights or LTI Share Rights and/or shares allocated on exercise of the STI Share Rights or LTI Share Rights, subject to compliance with law and the ASX Listing Rules.

Reorganisation of capital

In certain circumstances involving a reorganisation of share capital of the Company, the Board may adjust the number of Shares allocated on exercise of the STI Share Rights or LTI Share Rights to ensure no material advantage or disadvantage to Daniel Foggo, subject to the ASX Listing Rules.

CEO remuneration package

The CEO, Daniel Foggo's total current remuneration package is comprised of:

Remuneration	Opportunity	
	\$	%
Base salary (plus superannuation)	\$465,000 + \$46,500 (\$511,500 in total)	39%
A short-term incentive of 50% of salary at target and up to 70% of salary at maximum during each financial year	\$325,500 at maximum	25%
A long-term incentive of up to 100% of salary paid through the issue of LTI Share Rights under the Company's LTIP	\$465,000	36%
Total Maximum Remuneration Opportunity¹	\$1,302,000	100%

¹ The Total Maximum Remuneration Opportunity (TMRO) is indicative since the CEO will not realise any benefit from the Share Rights until a future date. The ultimate value of the remuneration opportunity may also differ to that outlined above, as it will be determined by vesting outcomes and the future market value of Shares. The TMRO also does not represent the accounting value that will be disclosed in the Remuneration Report – this report also includes annual leave and long-service leave.

Other information required under ASX Listing Rules

There is no loan scheme in relation to the grant of STI Share Rights under the STIP or LTI Share Rights under the LTIP.

Daniel Foggo is currently the only Director who is eligible to receive grants of STI Share Rights under the STIP and LTI Share Rights under the LTIP.

Details of any securities issued to Daniel Foggo under the STIP and LTIP will be published in the Company's annual report along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. No additional persons covered by ASX Listing Rule 10.14 will participate in the STIP and LTIP without Shareholder approval being first obtained.

Approval sought

The Company is proposing to issue to Daniel Foggo 367,871 STI Share Rights under the STIP and 1,201,240 LTI Share Rights under the LTIP. ASX Listing Rule 10.14 provides that listed entities must not permit a director or their Associates to acquire securities in the entity under an employee incentive scheme unless it obtains the approval of its shareholders.

Items 5 and 6 seek the required Shareholder approval to issue 367,871 STI Share Rights and 1,201,240 LTI Share Rights to Daniel Foggo. If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate and incentivise the CEO.

Voting exclusion

The Company will disregard any votes cast:

- (a) in favour of items 5 and 6 by or on behalf of Daniel Foggo and any of his Associates in any capacity; and
- (b) on items 5 and 6 as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

unless the vote is cast:

- (c) as proxy for a person entitled to vote on the relevant item in accordance with the directions given to the proxy by that person on the Proxy Form; or
- (d) by the Chairman as proxy for a person entitled to vote on the relevant item, because the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even though the relevant items are connected with the remuneration of the KMP; or
- (e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - i. the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the item; and
 - ii. the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on these items 5 and 6 on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on those items.

Directors' recommendation

The non-executive Directors consider the STI Share Rights and LTI Share Rights to be important components of Daniel Foggo's total remuneration package and the grants to be reasonable, having regard to the size, scope, complexity and strategic objectives of the Company.

The Directors (other than Daniel Foggo) unanimously recommend that Shareholders vote in favour of Items 5 and 6.

The Chairman intends to vote all available proxies in favour of those items.

Item 7 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

Background

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of equity securities that a listed entity can issue without the approval of its shareholders over any 12 month period to 15% of the fully paid ordinary securities it had on issue at the start of that period.

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an additional 10% capacity (**10% Placement Capacity**).

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

As at 15 June 2023, the Company had a market capitalisation of approximately \$65 million based on the number of Shares on issue and the closing price of Shares of \$0.38 and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity, this item will be withdrawn.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. As at the date of this Notice, the Company currently has one class of quoted equity securities on issue, being the Shares.

If this item is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval. Additionally, the number of Shares the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If this item is not passed, the Company will not be able to access the 10% Placement Capacity to issue equity securities without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

The following information is provided to Shareholders for the purposes of ASX Listing Rule 7.3A.

Period for which the approval will be valid

An approval under ASX Listing Rule 7.1A commences on the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (a) the date which is 12 months after the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the entity's next annual general meeting; and
- (c) the time and date on which shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking).

Minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A

The issue price per equity security must not be less than 75% of the VWAP of the equity securities in that class, calculated over the 15 Trading Days on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A may be used

Any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A during the ASX Listing Rule 7.1A mandate period, if Shareholders approve this item. However, if Shareholders approved this item and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business;
- (b) for the Company's working capital requirements;
- (c) to acquire assets; and
- (d) paying service providers or consultants of the Company.

Risk of economic and voting dilution to existing Shareholders

If this Resolution is approved, and the Company issues equity securities under ASX Listing Rule 7.1A, the existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's equity securities in that class may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and
- (b) the equity securities may be issued at a price that is at a discount (as described above) to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of equity securities under ASX Listing Rule 7.1A.

The table below shows the potential dilution of existing Shareholders on the basis of 3 different assumed issue prices and values for the variable "A" in the formula in rule 7.1A.2:

Potential Dilution and Funds Raised

Variable "A" ASX Listing Rule 7.1A.2		\$ 0.1900	\$ 0.3800	\$ 0.7600
		50% decrease in issue price	issue prices ^(b)	100% increase in issue price
"A" is the number of shares on issue, being 171,006,347 Shares^(a)	10% voting dilution^(c)	17,100,635	17,100,635	17,100,635
	Funds raised	\$3,249,121	\$6,498,241	\$12,996,483
"A" is a 50% increase in shares on issue, being 256,509,521 Shares	10% voting dilution^(c)	25,650,952	25,650,952	25,650,952
	Funds raised	\$4,873,681	\$9,747,362	\$19,494,724
"A" is a 100% increase in shares on issue, being 342,012,694 Shares	10% voting dilution^(c)	34,201,269	34,201,269	34,201,269
	Funds raised	\$6,498,241	\$12,996,482	\$25,992,964

Notes:

Based on the total number of fully paid ordinary Shares on issue as at 15 June 2023. Note that the number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval or that are issued with Shareholder approval under ASX Listing Rule 7.1.

- (a) Based on the closing price of the Company's Shares on ASX as at 15 June 2023.
- (b) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under ASX Listing Rule 7.1A.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (d) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Allocation policy for issues under ASX Listing Rule 7.1A

The recipients of any equity securities issued under the 10% Placement Capacity have not yet been determined. The Company's allocation policy and the identity of the recipients of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

- (a) the Company's intentions in relation to the possible issue of equity securities (for cash consideration) during the ASX Listing Rule 7.1A mandate period;
- (b) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (c) the potential effect on the control of the Company;
- (d) the Company's financial position and the likely future capital requirements; and
- (e) advice from the Company's corporate or financial advisors.

Based on the Company's historical cashflow reports and capital raising activities in the past 12 months, the Company considers that it may raise funds during the ASX Listing Rule 7.1A mandate period, although this cannot be guaranteed. As of the date of this Notice, no specific intention to issue equity securities in relation to any parties, investors or existing Shareholders have been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the ASX Listing Rules and the Corporations Act, the Board reserves the right to determine at the time of any issue of equity securities under ASX Listing Rule 7.1A, the allocation policy that the Company will adopt for that issue.

If and when the determination is made to proceed with an issue of equity securities during the ASX Listing Rule 7.1A mandate period, details regarding the recipients and purposes of issue will be disclosed pursuant to the Company's obligations under ASX Listing Rules 3.10.3 and 7.1A.4.

Offers made under ASX Listing Rule 7.1A may be made to parties (excluding any related parties) including professional and sophisticated investors, existing Shareholders, clients of Australian Financial Service Licence holders and/or their nominees, or any other person to whom the Company is able to make an offer of equity securities.

Issue or agreement to issue equity securities under ASX Listing Rule 7.1A in the 12 months prior to AGM

The Company has not issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.

This item is a Special Resolution. For a Special Resolution to be passed, at least 75% of the votes validly cast on the item by Shareholders (by number of ordinary shares) must be in favour of this item.

Voting exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of equity securities under ASX Listing Rule 7.1A. Therefore no existing Shareholders will be excluded from voting on this item.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Item 8 – Renewal of Proportional Takeover Provisions in the Constitution

Background

Provisions dealing with proportional takeover bids for the Shares in accordance with the Corporations Act were incorporated into the Constitution following the Company's Initial Public Offering (IPO) on 23 September 2020. The provisions, set out in Clause 14 of the Constitution, are designed to assist Shareholders to receive proper value for their Shares if a proportional takeover bid is made for the Company.

Under the Corporations Act, these provisions must be renewed every three years or they will cease to have effect. These provisions will cease to have effect from 23 September 2023.

Accordingly, a Special Resolution is being put to Shareholders to renew the proportional takeover provisions in the Constitution in the same form as they currently exist.

The Constitution (including the proportional takeover provisions in Clause 14) can be accessed at <https://www.plenti.com.au/shareholders/constitution-policies/>.

If approved by Shareholders at the Meeting, the proportional takeover provisions in Clause 14 will operate for three years from the date of the Meeting (i.e. until 7 August 2026).

Effect of the proportional takeover provisions

If a proportional takeover offer is made to Shareholders of the Company, Clause 14 requires the Board of the Company to convene a meeting of Shareholders to vote on a resolution to approve the proportional takeover offer. Under the Corporations Act, the approving resolution must be passed at least 14 days before the last day of the proportional takeover bid period (**Resolution Deadline**).

To be passed, the resolution must be approved by a majority of votes at the meeting, excluding votes by the bidder and its associates. However, the Corporations Act also provides that, if no resolution to approve the bid has been voted on by the Resolution Deadline, then a resolution to approve the proportional takeover bid will be deemed to have been passed.

If the resolution to approve the proportional takeover bid is passed or deemed to have been passed, the transfer of Shares resulting from acceptance of an offer under that bid may be registered, subject to the Corporations Act and the Constitution.

If the resolution is rejected, the registration of any transfer of Shares resulting from an offer under the proportional takeover bid will be prohibited, and the bid deemed to be withdrawn.

Clause 14 only applies to proportional takeover bids, where an offer is made to each Shareholder to buy a portion of that Shareholder's Shares. It does not apply to full takeover bids.

Reasons for proportional takeover provisions

In the Board's view, the relevant Shareholders should have the opportunity to vote on a proposed proportional takeover bid.

A proportional takeover bid for the Company may enable control of the Company to be acquired by a party holding less than a majority interest. As a result, the relevant Shareholders may not have the opportunity to dispose of all their Shares and risk being part of a minority interest in the Company or suffering loss if the takeover bid causes a decrease in the market price of the Shares or makes the Shares less attractive and, accordingly, more difficult to sell. The renewal of Clause 14 would mean this could only occur with the approval of a majority of the relevant Shareholders.

Knowledge of any acquisition proposals

As at the date on which this Explanatory Statement is prepared, no Director is aware of a proposal by any person to acquire, or to increase the extent of, a substantial interest in the Company.

Review of advantage and disadvantages of provisional takeover provisions

Whilst Clause 14 has been in effect, there have been no full or proportional takeover bids for the Company. Therefore, there has been no example against which to review the advantages and disadvantages of Clause 14 for the Directors or Shareholders during this period.

Potential advantages and disadvantages of provisional takeover provisions

The Directors consider that the proportional takeover provisions have no potential advantages or disadvantages for them and that they remain free to make a recommendation on whether an offer under a proportional takeover bid should be accepted.

The potential advantages of the proportional takeover provisions for Shareholders include:

- the right to decide by majority vote whether an offer under a proportional takeover bid should proceed;
- assisting in preventing Shareholders from being locked in as a minority;
- increasing the bargaining power of Shareholders which may assist in ensuring that any proportional takeover bid is adequately priced; and

- (d) each individual Shareholder being better able to assess the likely outcome of the proportional takeover bid by knowing the view of the majority of Shareholders which may assist in deciding whether to accept or reject an offer.

The potential disadvantages of the proportional takeover provisions for Shareholders include:

- (a) proportional takeover bids may be discouraged;
- (b) lost opportunity to sell a portion of their Shares at a premium; and
- (c) the likelihood of a proportional takeover bid succeeding may be reduced.

The Directors believe the potential advantages outweigh the potential disadvantages of adopting the proportional takeover provisions and, as a result, consider that the proportional takeover provisions in Clause 14 are in the interests of Shareholders.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Important Information

The AGM will be held at **3:00pm (AEST) on Tuesday, 8 August 2023** as a virtual meeting.

You will need a computer, tablet or mobile device with internet connection to attend and participate in the Meeting.

A person is eligible to vote at the Meeting if they are a registered Shareholder at **7:00pm (AEST) on Monday, 7 August 2023**.

Virtual meeting

Shareholders

Shareholders can participate in the Meeting through the online AGM platform accessible at

https://us02web.zoom.us/webinar/register/WN_OtCNuBm8S_eqepBr1IEow

Registration will open at **2:30pm (AEST) on Tuesday, 8 August 2023** and Shareholders are encouraged to login to the platform at least 15 minutes prior to the scheduled start time for the Meeting.

Information on how to use the online AGM platform, including how to vote and ask questions, is available in the Registration and Voting Guide available at: <https://www.automicgroup.com.au/wp-content/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>

Proxyholders

If you are entitled to vote at the AGM, you can appoint a proxy to attend and vote on your behalf.

A proxy does not need to be a Shareholder and may be an individual or a body corporate. Should you hold two or more Shares, you are able to appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. Where the proportion or number of votes is not specified, each proxy may exercise one half of the total number of votes that Shareholder is entitled to exercise.

Proxyholders will need their proxy details to login to the online AGM platform and participate. Please contact the Share Registry, Automic, before the AGM on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or at meetings@automicgroup.com.au to obtain these details and otherwise refer to the information in the Registration and Voting Guide.

Shareholder questions

If you are entitled to vote at the AGM, you are encouraged to submit written questions for the Company or the auditor before the AGM.

Please submit all questions by **5:00pm (AEST) on Tuesday, 1 August 2023** by emailing meetings@automicgroup.com.au.

Shareholders will also be able to ask questions during the Meeting in person or via the online AGM platform. Information on how to ask questions, verbally and in writing through the online platform, is set out in the Registration and Voting Guide.

The Chairman will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM, however there may not be sufficient time available to address all of the questions and comments raised.

Voting

The business of the Annual General Meeting affects your shareholding and your vote is important.

Voting on all items will be conducted by poll and the results will be announced to the ASX and made available on the Company's website as soon as practicable after they are known.

Shareholders can vote by proxy. Information on how to lodge a proxy vote prior to the Meeting is set out further below.

Voting during the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online AGM platform (accessible at <https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an existing account with the Share Registry to access the online AGM platform are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (accessible at <https://investor.automic.com.au/#/home>), click on 'register' and follow the steps as prompted. Shareholders will require their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders with an account with Automic are advised to take the following steps to vote virtually on the day of the AGM:

1. **(Login)** Login to the online AGM platform (accessible at <https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the meeting is open, click on 'Meeting open for registration' and follow the steps as prompted.
3. **(Live voting on the day)** If live voting for the meeting is open, click on 'Meeting open for voting' and follow the steps as prompted.

For further information on how to vote during the Meeting, please see the **Registration and Voting Guide** at <https://www.automicgroup.com.au/wp-content/uploads/2021/01/Virtual-Meeting-Registration-and-Voting-Shareholder-Guide-V2.pdf>.

Voting by proxy

To vote by proxy in advance of the Meeting, please use one of the following methods:

Online	<p>Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions:</p> <ul style="list-style-type: none"> • Login to the online AGM platform using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. • To use the online lodgement facility, Shareholders will need their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form. <p>For further information on the online proxy lodgement process, please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/wp-content/uploads/2020/09/Online-Proxy-Lodgment-web.pdf.</p>
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By fax	+61 2 8583 3040

Your proxy instruction must be received not later than **3:00pm (AEST) on Sunday, 6 August 2023. Proxy Forms received later than this time will be invalid.**

If the Proxy Form directs the proxy how to vote on a particular resolution:

- a proxy who is not the Chairman of the meeting does not need to vote but if the proxy does vote, the proxy must vote as directed (subject to any applicable voting restrictions); and
- if the proxy is the Chairman of the meeting, the proxy must vote and must vote as directed.

Default to the Chairman

If:

- a Shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and
- the Shareholder's proxy either:
 - does not attend the AGM; or
 - attends the AGM but does not vote on the resolution,

then the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that Shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the meeting must vote in accordance with the written direction of that Shareholder.

Voting intention of the Chairman

Where entitled to do so, and subject to the voting restrictions set out in this Notice of Meeting, the Chairman intends to vote all undirected proxies in favour of items 2 to 8.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is provided to the Share Registry with the Proxy Form by **3:00pm (AEST) on Sunday, 6 August 2023**, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

A corporate Shareholder may appoint a person to act as its representative. If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative must provide the Share Registry with adequate evidence of their appointment (such as an Appointment of Corporate Representative form confirming that they are authorised to act as the Shareholder's representative at the AGM) by **3:00pm (AEST) on Sunday, 6 August 2023**, unless this has previously been provided to the Share Registry.

Important information relating to election to receive documents

Shareholders can elect to receive documents relating to their shareholding electronically or in paper copy. These documents include dividend statements, Plenti's annual report and notices of meeting (together with documents relating to shareholder meetings and resolutions to be considered). Shareholders can also elect not to receive an annual report. If you choose not to receive an annual report you can access it on our website at <https://www.plenti.com.au/shareholders/results/>.

Following the passing of the Corporations Amendment (Meetings and Documents) Act 2022 in February 2022, Plenti will now issue notices of annual and general meetings electronically where a shareholder has provided a valid email address, unless the shareholder has elected to receive a paper copy of these documents.

Shareholders can make their election via <https://investor.automic.com.au> or by contacting Automic (using the details below).

Enquiries

Shareholders can contact the Share Registry, using the details below if they have any queries in respect of the matters set out in these documents.

Automic contact information

Phone: 1300 288 664 (within Australia)
+61 2 9698 5414 (International)

Email: hello@automic.com.au

Website: <https://www.automicgroup.com.au>

Postal address: Automic, GPO Box 5193,
Sydney NSW 2001

Office address: Automic, Level 5, 126 Phillip Street,
Sydney NSW 2000

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2023 Annual Report to Shareholders for the period ended 31 March 2023 as lodged by the Company with ASX on 24 May 2023.

Annual General Meeting or **AGM** or **Meeting** means an Annual General Meeting of the Company and, unless otherwise indicated, means the meeting of the Company's members convened by this Notice of Meeting.

Associate has the meaning given to it by the ASX Listing Rules.

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

ASX Listing Rules means the official rules of the ASX which are applicable while the Company is admitted to the official list of the ASX, as amended or replaced from time to time, except to the extent of any express written waiver by the ASX.

Auditor's Report means the auditor's report of Grant Thornton Audit Pty Ltd dated 23 May 2023 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Chairman means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (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 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 dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the Corporation Regulations 2001 (Cth).

Company means Plenti Group Limited ACN 643 435 492.

Constitution means the Company's constitution.

Corporations Act means the Corporations Act 2001 (Cth), as amended or replaced from time to time.

Director means a current director of the Company.

Directors' Report means the report of Directors as included in the Annual Financial Report.

Dollar or "**\$**" means Australian dollars.

Explanatory Statement means the explanatory statement accompanying this Notice of Meeting.

FY23 means the financial year ended 31 March 2023.

KMP means key management personnel (including the Directors) of the Company.

LTI Share Right means a share right which, subject to its terms, could convert to a Share under the Company's LTIP.

LTIP means the Company's Long Term Incentive Plan.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated 7 July 2023 including the Explanatory Statement.

NPAT means net profit after tax.

Ordinary Resolution means a resolution that can only be passed if at least 50% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

Proxy Form means the proxy form attached to this Notice of Meeting.

Remuneration Report means the remuneration report as set out in the Annual Financial Report.

Resolutions means the resolutions set out in this Notice of Meeting, or any one of them, as the context requires.

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

Shareholder means a holder of a Share.

Share Registry or **Automic** means Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

Special Resolution means a resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on the resolution are voted in its favour at the meeting.

STI Share Rights means a share right which, subject to its terms, could convert to a Share under the Company's STIP.

STIP means the Company's Short Term Incentive Plan.

Trading Day has the meaning given to that term in ASX Listing Rule 19.12.

VWAP means the volume weighted average market (closing) price, with respects to the price of Shares.

Plenti



Holder Number:

Your proxy voting instruction must be received by **3:00pm (AEST) on Sunday, 6 August 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

Complete the form overleaf in accordance with the instructions set out below.

YOUR NAME AND ADDRESS

The name and address shown above is as it appears on the Company's share register. If this information is incorrect, and you have an Issuer Sponsored holding, you can update your address through the investor portal: <https://investor.automic.com.au/#/home> Shareholders sponsored by a broker should advise their broker of any changes.

STEP 1 – APPOINT A PROXY

If you wish to appoint someone other than the Chair of the Meeting as your proxy, please write the name of that Individual or body corporate. A proxy need not be a Shareholder of the Company. Otherwise if you leave this box blank, the Chair of the Meeting will be appointed as your proxy by default.

DEFAULT TO THE CHAIR OF THE MEETING

Any directed proxies that are not voted on a poll at the Meeting will default to the Chair of the Meeting, who is required to vote these proxies as directed. Any undirected proxies that default to the Chair of the Meeting will be voted according to the instructions set out in this Proxy Voting Form, including where the Resolutions are connected directly or indirectly with the remuneration of KMP.

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

You may appoint up to two proxies. If you appoint two proxies, you should complete two separate Proxy Voting Forms and specify the percentage or number each proxy may exercise. If you do not specify a percentage or number, each proxy may exercise half the votes. You must return both Proxy Voting Forms together. If you require an additional Proxy Voting Form, contact Automic Registry Services.

SIGNING INSTRUCTIONS

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

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

Power of attorney: If you have not already lodged the power of attorney with the registry, please attach a certified photocopy of the power of attorney to this Proxy Voting Form when you return it.

Companies: To be signed in accordance with your Constitution. Please sign in the appropriate box which indicates the office held by you.

Email Address: Please provide your email address in the space provided.

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible) such as a Notice of Meeting, Proxy Voting Form and Annual Report via email.

CORPORATE REPRESENTATIVES

If a representative of the corporation is to attend the Meeting the appropriate 'Appointment of Corporate Representative' should be produced prior to admission. A form may be obtained from the Company's share registry online at <https://automic.com.au>.

Lodging your Proxy Voting Form:

Online:

Use your computer or smartphone to appoint a proxy at
<https://investor.automic.com.au/#/loginsah>

or scan the QR code below using your smartphone

Login & Click on 'Meetings'. Use the Holder Number as shown at the top of this Proxy Voting Form.



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE: <https://automicgroup.com.au/>

PHONE: 1300 288 664 (Within Australia)
+61 2 9698 5414 (Overseas)

