



Close the Loop GROUP

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CLOSE THE LOOP LIMITED

ACN 095 718 317

NOTICE OF 2022 ANNUAL GENERAL MEETING

Date: 16 November 2022

Time: 11:00am (Melbourne time)

Place: 208 Hume Highway, Somerton, Victoria, 3062

A proxy form is enclosed with this Notice and instructions for its completion and return by post are shown on the form.

If you are unable to join the Meeting, the Meeting will be webcast and we encourage you to complete and return the enclosed Proxy Form in accordance with the instructions included in this Notice.

This Notice is important and should be read in its entirety. If Shareholders are in doubt as to how they should vote, they should seek advice from their accountant, solicitor or other professional adviser prior to voting.

Investor related questions are welcomed prior to the Meeting. Questions can be directed to the Company Secretary via email: investors@ctlgroup.com.au or via post: 208 Hume Highway, Somerton, Vic, 3062 by no later than 5:00pm (Melbourne time) on 14 November 2022.

CLOSE THE LOOP LTD ACN 095 718 317

Notice of Annual General Meeting

Close the Loop Ltd ACN 095 718 317 (**Company**) gives notice that a meeting of its Shareholders will be held at:

Time: 11.00am (Melbourne time)

Date: 16 November 2022

Place: 208 Hume Highway, Somerton, Victoria, 3062

If you are unable to join the Meeting, we encourage you to complete and return the enclosed Proxy Form in accordance with the instructions included in this Notice.

The Explanatory Memorandum provides additional information on matters to be considered at the Meeting. The Explanatory Memorandum and the Proxy Form forms part of this Notice.

The Directors have determined pursuant to regulation 7.11.37 of the Corporations Regulations 2001 (Cth) that the persons eligible to vote at the Meeting are those who are registered as Shareholders on 14 November 2022 at 7.00pm (Melbourne time).

The Company advises that a poll will be conducted for all Resolutions.

Terms and abbreviations used in this Notice (including the Explanatory Memorandum) are defined in Schedule 1.

Agenda Items

Ordinary business

1 Annual Report

To receive the Annual Report of the Company for the financial year ended 30 June 2022, which includes the Financial Report, the Directors' Report and the Auditor's Report.

There is no requirement for Shareholders to approve these reports.

2 Resolutions

2.1 Resolution 1: Adoption of the Remuneration Report

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

"That approval be given for the adoption of the Remuneration Report for the financial year ended 30 June 2022."

Please refer to the voting exclusion statement in the Notice.

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

2.2 Resolution 2: Re-election of Director – Marc Lichtenstein

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

"That Marc Lichtenstein, being a Director of the Company who retires from the office of Director by rotation in accordance with clause 63 of the Company's Constitution and ASX Listing Rule 14.4, and being eligible and offering himself for re-election, be re-elected as a Director of the Company."

Information about Marc Lichtenstein is included in the Notice.

2.3 Resolution 3: Election of Director – Joe Foster

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 62.1 of the Constitution and for all other purposes, Joseph Patrick Foster, Director, who was appointed as an addition to the Board on 30 November 2021, retires and being eligible pursuant to clause 62.2 of the Constitution, be elected as a Director on the terms and conditions in the Explanatory Memorandum."

Information about Joseph Patrick Foster is included in the Notice.

2.4 Resolution 4: Election of Director – Darren Brits

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 62.1 of the Constitution and for all other purposes, Darren Jay Brits, Director, who was appointed as an addition to the Board on 30 November 2021, retires and being eligible pursuant to clause 62.2 of the Constitution, be elected as a Director on the terms and conditions in the Explanatory Memorandum."

Information about Darren Jay Brits is included in the Notice.

2.5 Resolution 5: Election of Director – Lawrence Jaffe

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 62.1 of the Constitution and for all other purposes, Lawrence Warren Jaffe, Director, who was appointed as an addition to the Board on 30 November 2021, retires and being eligible pursuant to clause 62.2 of the Constitution, be elected as a Director on the terms and conditions in the Explanatory Memorandum."

Information about Lawrence Warren Jaffe is included in the Notice.

2.6 Resolution 6: Election of Director – Grant Carman

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

"That, pursuant to and in accordance with Listing Rule 14.4, clause 62.1 of the Constitution and for all other purposes, Grant Carman, Director, who was appointed as an addition to the Board on 30 November 2021, retires and being eligible pursuant to clause 62.2 of the Constitution, be elected as a Director on the terms and conditions in the Explanatory Memorandum."

Information about Grant Carman is included in the Notice.

2.7 Resolution 7: Ratification of appointment of Auditor

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

"That having received ASIC consent for BDO Audit Pty Ltd to resign as the auditor of the Company, for the purposes of section 327B and 327C of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve and ratify the appointment of Nexia Australia Pty Ltd as auditor of the Company."

Information about this resolution is included in the Notice.

2.8 Resolution 8: Approval for 10% Placement Capacity

To consider and, if thought fit, pass the following resolution as a **special resolution**:

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the Company having the additional capacity to issue Shares, 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, over a 12 month period from the date of the Annual General Meeting,

at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

2.9 Resolution 9: Approval of Performance Rights Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, approval be given for the Company's employee incentive scheme titled "Performance Rights Plan" and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement.”

2.10 Resolution 10: Approval of participation in Performance Rights Plan by related party (Marc Lichtenstein)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Marc Lichtenstein in the Company's Performance Rights Plan by the grant to Marc of 1,000,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved.”

2.11 Resolution 11: Approval of participation in Performance Rights Plan by related party (Joe Foster)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Joseph Patrick Foster in the Company's Performance Rights Plan by the grant to Joseph of 1,000,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved.”

2.12 Resolution 12: Approval of participation in Performance Rights Plan by related party (Lawrence Jaffe)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Lawrence Warren Jaffe in the Company's Performance Rights Plan by the grant to Lawrence of 1,000,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved.”

2.13 Resolution 13: Approval of participation in Performance Rights Plan by related party (Darren Brits)

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

“That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Darren Jay Brits in the Company's Performance Rights Plan by the grant to Darren of 1,000,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved.”

By order of the Board



Marc Lichtenstein
Company Secretary

Dated: 11 October 2022

CLOSE THE LOOP LTDACN 095 718 317

Explanatory Memorandum

This Explanatory Memorandum is intended to provide Shareholders with sufficient information to assess the merits of each resolution contained in the accompanying Notice of Annual General Meeting.

It is recommended that Shareholders read this Explanatory Memorandum in full before making any decisions in relation to the resolutions.

This Explanatory Memorandum is not investment advice. You should seek your own financial and professional advice before making any decision on how to vote at the meeting.

Certain terms and abbreviations used in this Explanatory Memorandum have defined meanings which are explained in the Glossary appearing at Schedule 2 of this Explanatory Memorandum.

1 Introduction

This Explanatory Memorandum has been prepared for the information of Shareholders in connection with the business to be conducted at the Meeting.

This Explanatory Memorandum should be read in conjunction with and forms part of the Notice. The purpose of this Explanatory Memorandum is to provide information to Shareholders in deciding whether or not to pass the Resolutions.

This Explanatory Memorandum includes the information to assist Shareholders in deciding how to vote on the Resolutions.

This Explanatory Memorandum includes the following information to assist Shareholders in deciding how to vote on the Resolutions:

Section 2:	Action to be taken by Shareholders
Section 3:	Annual Report
Section 4.1:	Resolution 1 – Adoption of Remuneration Report
Section 4.2:	Resolution 2 – Re-election of a Director – Marc Lichtenstein
Section 4.3:	Resolution 3 - Election of a Director – Joe Foster
Section 4.4:	Resolution 4 - Election of a Director – Darren Brits
Section 4.5:	Resolution 5- Election of a Director – Lawrence Jaffe
Section 4.6:	Resolution 6 - Election of a Director – Grant Carman
Section 4.3:	Resolution 7 – Ratification of appointment of Auditor
Section 4.8:	Resolution 8 – Approval for 10% Placement Capacity
Section 4.94.9:	Resolution 9 – Approval of Performance Rights Plan
Section 4.10:	Resolution 10 – Approval of participation in Performance Rights Plan by related party (Marc Lichtenstein)
Section 4.10:	Resolution 11 – Approval of participation in Performance Rights Plan by related party (Joe Foster)
Section 4.10:	Resolution 12 – Approval of participation in Performance Rights Plan by related party (Lawrence Jaffe)
Section 4.10:	Resolution 13 – Resolution 10: Approval of participation in Performance Rights Plan by related party (Darren Brits)
Schedule 1:	Summary of Performance Rights Plan
Schedule 2:	Glossary
Annexure A:	Nomination of Auditor

A Proxy Form is enclosed with the Notice and is located at the end of this Explanatory Memorandum.

2 Action to be taken by Shareholders

Shareholders should read the Notice including this Explanatory Memorandum carefully before deciding how to vote on the Resolutions.

The Company advises that a poll will be conducted for all Resolutions.

2.1 Proxies

A Proxy Form is attached to the Notice. This is to be used by Shareholders if they wish to appoint a representative (a 'proxy') to vote in their place. All Shareholders are invited to attend the Meeting or, if they are unable to attend in person, sign and return the Proxy Form to the Company in accordance with the instructions thereon. Returning the Proxy Form will not preclude a Shareholder from attending and voting at the Meeting in person.

Please note that:

- (a) a member of the Company entitled to attend and vote at the Meeting is entitled to appoint a proxy;
- (b) if you require an additional proxy form, the Company will supply it on request;
- (c) a proxy need not be a member of the Company; and
- (d) a member of the Company entitled to cast two or more votes may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. Where the proportion or number is not specified, each proxy may exercise half of the votes.

Proxy Forms must be received by the Company no later than 11.00am (Melbourne time) on 14 November 2022, being at least 48 hours before the Meeting.

Proxy Forms must be received by one of the following methods:

- (a) By post:
Computershare Investor Services Pty Limited
GPO Box 242
Melbourne VIC 3001
Australia
- (b) By mobile:
Scan the QR Code on your Proxy Form and follow the prompts
- (c) Online:
Shareholders may submit their proxy instructions online to the Company's Share Registry by visiting www.investorvote.com.au/clg.
- (d) By hand:
Computershare Investor Services Pty Limited
452 Johnston Street
Abbotsford VIC 3067
Australia
- (e) By fax:
1800 783 447 within Australia or
+61 3 9473 2555 outside Australia

The Proxy Form provides further details on appointing proxies and lodging Proxy Forms.

2.2 Voting Prohibition by Proxy Holders (Remuneration of Key Management Personnel)

A vote on Resolution 1 must not be cast:

- (a) by or on behalf of a member of the Key Management Personnel or a Closely Related Party of such member, regardless of the capacity in which the vote is cast; or
- (b) by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolution 1, and:

- (c) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolution 1; or
- (d) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolution 1, but expressly authorises the Chair to exercise the proxy even if Resolution 1 is connected with the remuneration of a member of the Key Management Personnel.

A vote on Resolutions 9, 10, 11, 12 and 13 must not be cast by a person appointed as a proxy, where that person is either a member of the Key Management Personnel or a Closely Related Party of such member.

However, a vote may be cast by such persons if the vote is not cast on behalf of a person who is excluded from voting on Resolutions 9, 10, 11, 12 and 13, and:

- (e) the person is appointed as a proxy that specifies the way the proxy is to vote on Resolutions 9, 10, 11, 12 and/or 13 (as applicable); or
- (f) the person is the Chair and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Resolutions 9, 10, 11, 12 and/or 13, but expressly authorises the Chair to exercise the proxy even if Resolutions 9, 10, 11, 12 and 13 are connected with the remuneration of a member of the Key Management Personnel.

2.3 Attendance at Meeting

If you attend the Meeting, please bring your personalised Proxy Form with you to assist with registration and (if possible) arrive at the venue 15 to 30 minutes before the start of the Meeting.

Representatives from the Company's share registry, Computershare, will verify your shareholding against the Company's Share register and note your attendance. If you do not bring your Proxy Form with you, you will still be able to attend the Meeting but you will need to verify your identity.

2.4 Voting at the Meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. Resolutions 1 to 7 and Resolutions – 9 - 13 are ordinary resolutions. Resolution 8 is a special resolution.

A Poll will be held on all resolutions.

Every Shareholder eligible to vote on the particular Resolution who is present in person or by proxy, representative or attorney will have one vote for each Share held by that person.

2.5 Chair's voting intentions

The Chair intends to exercise all available proxies in favour of all Resolutions, unless the Shareholder has expressly indicated a different voting intention.

3 Annual Reports – Year ended 30 June 2022

The Corporations Act requires each of the Financial Report, the Directors Report and the Auditors Report for the last financial year to be laid before the Annual General Meeting.

There is no requirement for Shareholders to approve these reports. However, the Chair of the meeting will allow a reasonable opportunity for Shareholders to ask questions about, or make comments on, the management of the Company. Shareholders will be given a reasonable opportunity to ask the auditor questions about the conduct of the audit and the content of the Auditor's Report.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. Shareholders can access a copy of the annual report on the Company's website at <https://ctlgroup.com.au>.

The Annual Report will be presented to the meeting.

4 Resolutions

4.1 Resolution 1: Adoption of Remuneration Report

(a) Introduction

Section 250R of the Corporations Act requires that a resolution be put to the Shareholders to receive, approve and adopt the Remuneration Report, as it is disclosed in the Annual Report. Shareholders are asked to adopt the Remuneration Report. The Remuneration Report is set out on pages 15 to 27 of the 2022 Annual Report.

The Remuneration Report discusses matters including (but not limited to):

- (i) Board policies in relation to the nature and amount of remuneration paid to Directors and executives;
- (ii) the relationship between the Board policies and the Company's performance; and
- (iii) the remuneration arrangements in place for the directors and key executives of the Company.

Section 250R(2) of the Corporations Act requires the Remuneration Report to be adopted and put to the Shareholders at the Annual General Meeting.

The Chair will allow a reasonable opportunity for the Shareholders to ask questions about, or make comments on, the Remuneration Report.

In accordance with section 250R(3) of the Corporations Act, a vote on this resolution is advisory and does not bind the Directors or the Company. However, the Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Shareholders are encouraged to read the below section of this Explanatory Memorandum for further details on the consequences of voting on this Resolution.

A reasonable opportunity for discussion of, and comment on, the Remuneration Report will be provided by the Chair at the Meeting.

(b) Voting consequences

A company is required to put to its shareholders a resolution proposing the calling of another meeting of shareholders to consider the appointment of directors of the Company (**Spill Resolution**) if, at consecutive annual general meetings, at least 25% of the votes cast on a Remuneration Report resolution are voted against adoption of the Remuneration Report and at the first of those annual general meetings a Spill Resolution was not put to vote. If required, the Spill Resolution must be put to vote at the second of those annual general meetings.

If more than 50% of votes cast are in favour of the Spill Resolution, the company must convene a shareholder meeting (**Spill Meeting**) within 90 days of the second annual general meeting.

All of the directors of the company who were in office when the directors' report (as included in the company's annual financial report for the most recent financial year) was approved, other than the managing director of the company, will cease to hold office immediately before the end of the Spill Meeting but may stand for re-election at the Spill Meeting.

Following the Spill Meeting those persons whose election or re-election as directors of the company is approved will be the directors of the company.

(c) Voting Exclusion Statement

The Company shall disregard and not count any votes cast on Resolution 1 by or on behalf of either or both of the following persons:

- (i) a member of the Company's Key Management Personnel; or
- (ii) a Closely Related Party of a member of the Company's Key Management Personnel.

For the purposes of this voting exclusion, Key Management Personnel are the directors of the Company and those other persons having authority and responsibility for planning, directing and controlling the activities of the Company, directly or indirectly. The Remuneration Report for the financial year ended 30 June 2022 identifies the Company's Key Management Personnel for that financial year.

However, the Company will not disregard a vote if:

- (iii) it is cast by a person as proxy for a person who is entitled to vote, in accordance with the directions on a valid proxy form; or
- (iv) it is cast by the Chair of the Meeting as proxy for a person who is entitled to vote, in accordance with a direction on a valid proxy form to vote as the proxy decides and expressly authorizes the Chair to so vote.

(d) Directors' Recommendation

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, Shareholders are asked to adopt the Remuneration Report and vote in favour of Resolution 1. Shareholders should note that the Chair intends to vote all undirected proxies in favour of adopting the Remuneration Report.

4.2 Resolution 2: Re-election of Director – Marc Lichtenstein

(a) Introduction

ASX Listing Rule 14.5 imposes a requirement on the Company to hold an election of Directors at each annual general meeting.

ASX Listing Rule 14.4 and clause 63.1 of the Constitution provides that a Director (other than the Managing Director) may not hold office for more than three years or beyond the third annual general meeting following the Director's appointment (whichever is the longer period) without submitting for re-election).

Any Director who retires in accordance with clause 63.1 of the Constitution is eligible for re-election.

(b) Retirement by rotation and re-election of Marc Lichtenstein

Marc Lichtenstein retires in accordance with clause 63.1 of the Constitution and offers himself for re-election.

Marc joined the Company in 2017 as Chief Financial Officer, and was appointed as a Director in October 2021.

For more than 25 years, Marc has led and worked in a number of senior roles in a range of listed and private companies across a wide range of industries. He has extensive experience in leading businesses through significant periods of change including IPOs, significant capital raises, exponential periods of growth and major acquisitions.

Marc is a Fellow of Chartered Accountants Australia & New Zealand (FCA), qualified as a Chartered Secretary (FCIS) and Graduate of the Australian Institute of Company Directors. Marc is a member of the Board's Nomination and Remuneration Committee.

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, personal qualities, tenure and expertise to enable it to carry out its obligations and responsibilities. Marc has, as a member of the Board, been part of the Company's growth, and his extensive knowledge of the Company and industry experience are a valuable contribution to Board discussions and decision making.

(c) Recommendation

The Board (with Marc Lichtenstein abstaining) recommends voting in favour of Resolution 2 for the re-election of Marc Lichtenstein to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 2.

4.3 Resolution 3: Election of Director – Joe Foster

"That, pursuant to and in accordance with Listing Rule 14.4, clause 62.1 of the Constitution and for all other purposes, Joseph Patrick Foster, Director, who was appointed as an addition to the Board on 30 November 2021, retires and being eligible pursuant to clause 62.2 of the Constitution, be elected as a Director on the terms and conditions in the Explanatory Memorandum."

(a) Introduction

ASX Listing Rule 14.4 and clause 62.2 of the Constitution provides that a Director (other than the Managing Director) appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Any Director who retires in accordance with clause 62.2 of the Constitution is eligible for election.

(b) Election of Joe Foster

Joseph Patrick Foster retires in accordance with clause 62.2 of the Constitution and offers himself for election.

Joe was appointed as Chief Executive Officer of the Company in December 2021.

Joe has more than 40 years' experience in the flexible packaging industry, with experience in engineering, production, technical, sales and marketing.

Joe has a global view of the packaging world from running his own businesses spanning across countries in multiple continents.

Joe is a fellow of the Australian Institute of Packaging and a co-founder of the O F Packaging Group.

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, personal qualities, tenure and expertise to enable it to carry out its obligations and responsibilities. Joe has, as a member of the Board, been part of the Company's growth, and his extensive knowledge of the Company and industry experience are a valuable contribution to Board discussions and decision making.

(c) **Recommendation**

The Board (with Joe Foster abstaining) recommends voting in favour of Resolution 3 for the re-election of Joseph Patrick Foster to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 3.

4.4 **Resolution 4: Election of Director – Darren Brits**

"That, pursuant to and in accordance with Listing Rule 14.4, clause 62.1 of the Constitution and for all other purposes, Darren Jay Brits, Director, who was appointed as an addition to the Board on 30 November 2021, retires and being eligible pursuant to clause 62.2 of the Constitution, be elected as a Director on the terms and conditions in the Explanatory Memorandum."

(a) **Introduction**

ASX Listing Rule 14.4 and clause 62.2 of the Constitution provides that a Director (other than the Managing Director) appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Any Director who retires in accordance with clause 62.2 of the Constitution is eligible for election.

(b) **Election of Darren Brits**

Darren Brits retires in accordance with clause 62.1 of the Constitution and offers himself for election.

Darren was appointed as Chief Operating Officer of the Company in December 2021.

Darren has 22 years' experience, and has spent the last several of these years in high level operational executive roles and on the board of directors of commercial and consumer-facing companies.

Darren has a core focus on commercial operations and integration.

Darren has established, grown and led a number of business start-ups and is a co-founder of the O F Packaging Group.

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, personal qualities, tenure and expertise to enable it to carry out its obligations and responsibilities. Darren has, as a member of the Board, been part of the Company's growth, and his extensive knowledge of the Company and industry experience are a valuable contribution to Board discussions and decision making.

(c) **Recommendation**

The Board (with Darren Brits abstaining) recommends voting in favour of Resolution 4 for the election of Darren Brits to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 4.

4.5 **Resolution 5: Election of Director – Lawrence Jaffe**

"That, pursuant to and in accordance with Listing Rule 14.4, clause 62.1 of the Constitution and for all other purposes, Lawrence Warren Jaffe, Director, who was appointed as an addition to the Board on 30 November 2021, retires and being eligible pursuant to clause 62.2 of the Constitution, be elected as a Director on the terms and conditions in the Explanatory Memorandum."

(a) **Introduction**

ASX Listing Rule 14.4 and clause 62.2 of the Constitution provides that a Director (other than the Managing Director) appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Any Director who retires in accordance with clause 62.2 of the Constitution is eligible for re-election.

(b) Election of Lawrence Jaffe

Lawrence Jaffe retires in accordance with clause 62.2 of the Constitution and offers himself for election.

Lawrence was appointed as Chief Commercial Officer of the Company in December 2021.

Lawrence was CEO and Managing Director of RPM Australasia until 2015 and stepped down when the company sold off its largest divisions.

He remained on as Non-Executive Chairman until the company listed on ASX and is now Strategic Director for that group.

In 2016, Lawrence brought together the founders of the O F Packaging Group, becoming CFO and executive chairman.

Lawrence holds a Bachelor of Commerce and Graduate Diploma of Accounting from Rhodes University.

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, personal qualities, tenure and expertise to enable it to carry out its obligations and responsibilities. Lawrence has, as a member of the Board, been part of the Company's growth, and his extensive knowledge of the Company and industry experience are a valuable contribution to Board discussions and decision making.

(c) Recommendation

The Board (with Lawrence Jaffe abstaining) recommends voting in favour of Resolution 5 for the election of Lawrence Warren Jaffe to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 5.

4.6 Resolution 6: Election of Director – Grant Carman

"That, pursuant to and in accordance with Listing Rule 14.4, clause 62.1 of the Constitution and for all other purposes, Grant Carman, Director, who was appointed as an addition to the Board on 30 November 2021, retires and being eligible pursuant to clause 62.2 of the Constitution, be elected as a Director on the terms and conditions in the Explanatory Memorandum."

(a) Introduction

ASX Listing Rule 14.4 and clause 62.2 of the Constitution provides that a Director (other than the Managing Director) appointed to fill a casual vacancy or as an addition to the board must not hold office (without re-election) past the next annual general meeting of the entity.

Any Director who retires in accordance with clause 62.2 of the Constitution is eligible for election.

(b) Election of Grant Carman

Grant Carman retires in accordance with clause 62.2 of the Constitution and offers himself for election.

Grant has more than 30 years' experience in corporate finance.

Previous roles have included CFO for ORIX Australia, GM Finance & Shared Services NAB, CEO of National Australia Corporate Advisory, Director of Acquisitions at Ferrier Hodgson CA, and Group Financial Controller at Faulding.

Grant is currently Non-Executive Chairman of RPM Automotive Group Limited (ASX:RPM). He holds a B.Ec (Comm) and an MBA from The University of Adelaide and he is a Fellow of Chartered Accountants Australia & New Zealand (FCA).& New Zealand (FCA).

The Board seeks to ensure that the combination of its members provides an appropriate range of experience, skills, diversity, personal qualities, tenure and expertise to enable it to carry out its obligations and responsibilities. Grant has, as a member of the Board, been part of the Company's growth, and his extensive knowledge of the Company and industry experience are a valuable contribution to Board discussions and decision making.

(c) **Recommendation**

The Board (with Grant Carman abstaining) recommends voting in favour of Resolution 6 for the re-election of Grant Carman to the Board of the Company.

The Chair intends to exercise all available proxies in favour of Resolution 6.

4.7 **Resolution 7: Ratify appointment of auditor**

"That having received ASIC consent for BDO Audit Pty Ltd to resign as the auditor of the Company, for the purposes of section 327B and 327C of the Corporations Act 2001 (Cth) and for all other purposes, Shareholders approve and ratify the appointment of Nexia Australia Pty Ltd as auditor of the Company."

(a) **Introduction**

As announced to ASX on 7 July 2022 and in accordance with section 327C of the Corporations Act, Nexia Australia Pty Ltd (**Nexia**) was appointed auditor of the Company following the resignation of the Company's previous auditor, BDO Audit Pty Ltd (**BDO**), and ASIC's consent to the resignation in accordance with section 329(5) of the Corporations Act being granted.

As a result of the timing of the change, Nexia filled a casual vacancy in accordance with section 327C(1) of the Corporations Act. Under section 327C(2) of the Act, an auditor who has been appointed under section 327C(1) of the Act only holds office until the Company's next annual general meeting. The Company is required to appoint an auditor to fill any vacancy at each annual general meeting (after its first annual general meeting) pursuant to section 327B(1)(b) of the Act.

Nexia has provided the Company with its written consent to act, subject to shareholders' approval being granted, as the Company's auditor in accordance with section 328A(1) of the Act. In accordance with section 327B(1)(b) of the Act, an ordinary resolution is required at this Meeting to appoint Nexia as the Company's auditor and shareholders' approval is sought to that appointment.

In accordance with section 328B of the Corporations Act, notice in writing nominating Nexia as auditor has been given to the Company by a Shareholder. A copy of this notice is attached to this Notice of Meeting as Annexure A.

(b) **Recommendation**

The Board recommends voting in favour of Resolution 7.

The Chair intends to exercise all available proxies in favour of Resolution 7.

4.8 **Resolution 8: Approval of 10% Placement Capacity**

(a) **Introduction**

Broadly speaking, and subject to a number of exceptions, ASX Listing Rule 7.1 limits the amount of Equity Securities that a listed company 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.

Listing Rule 7.1A enables eligible entities to issue Equity Securities up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Capacity**). The 10% Placement Capacity is in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

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

The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue Equity Securities under the 10% Placement Capacity. The number of Equity Securities to be issued under the 10% Placement Capacity will be determined in accordance with the formula prescribed in Listing Rule 7.1A.

In the 12 months preceding the date of the Meeting, the Company has not issued any Equity Securities pursuant to Listing Rule 7.1A.2.

If Resolution 8 is passed, the effect will be that the Company will be able to issue Equity Securities under the 10% Placement Capacity in addition to the Company's 15% Placement Capacity under Listing Rule 7.1.

If Resolution 8 is not passed, the effect will be that the Company will not be able to issue any Equity Securities under the 10% Placement Capacity and will have to rely upon its 15% Placement Capacity under Listing Rule 7.1 for the issue of Equity Securities.

Resolution 8 is a special resolution and therefore requires approval of 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative).

(b) ASX Listing Rule 7.1A

The ability to issue Equity Securities under the 10% Placement Capacity is subject to Shareholder approval by way of a special resolution at an annual general meeting.

Any Equity Securities issued under the 10% Placement Capacity must be in the same class as an existing quoted class of Equity Securities of the company.

The Company, as at the date of the Notice, has on issue one quoted class of Equity Securities, being fully paid ordinary shares.

(c) Formula for calculating 10% Placement Capacity

Listing Rule 7.1A.2 provides that eligible entities that have obtained Shareholder approval at an annual general meeting may issue or agree to issue, during the 12 month period after the date of the annual general meeting, a number of Equity Securities calculated in accordance with the following formula:

$$(A \times D) - E$$

where:

- A** is the number of fully paid shares on issue 12 months before the date of issue or agreement:
- (i) *plus*, the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2 (other than exception 9, 16 or 17);
 - (ii) *plus*, the number of partly paid shares that became fully paid in the 12 months;
 - (iii) *plus*, the number of fully paid shares issued in the 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to ASX Listing Rule 7.1 without shareholder approval; and
 - (iv) *less* the number of fully paid shares cancelled in the 12 months.
- D** is 10%.
- E** is the number of equity securities issued or agreed to be issued under Listing Rules 7.1A.2 in the 12 months before the date of the issue or agreement to issue

that are not issued with the approval of Shareholders under ASX Listing Rules 7.1 or 7.4.

(d) Listing Rule 7.1 and Listing Rule 7.1A

The ability of an entity to issue Equity Securities under ASX Listing Rule 7.1A is in addition to the entity's 15% Placement Capacity under ASX Listing Rule 7.1.

At the date of the Notice, the Company has on issue 335,451,478 Shares and therefore has a capacity to issue:

- (i) 33,545,147 Equity Securities under ASX Listing Rule 7.1; and
- (ii) subject to Shareholder approval being sought under Resolution 8, 33,545,147 Equity Securities under ASX Listing Rule 7.1A.

The actual number of Equity Securities that the Company will have capacity to issue under ASX Listing Rule 7.1A will be calculated at the date of issue of the Equity Securities in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

(e) Minimum Issue Price

The issue price of Equity Securities issued under ASX Listing Rule 7.1A must be not less than 75% of the VWAP of Equity Securities in the same class calculated over the 15 trading days on which trades were recorded immediately before:

- (i) 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; or
- (ii) if the Equity Securities are not issued within 10 trading days of the date in paragraph (i) above, the date on which the Equity Securities are issued.

(f) 10% Placement Period

Shareholder approval of the 10% Placement Capacity under ASX Listing Rule 7.1A is valid from the date of the annual general meeting at which the approval is obtained and expires on the first to occur of the following:

- (i) the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- (ii) the time and date of the entity's next annual general meeting; and
- (iii) the time and date of Shareholder approval of a transaction under ASX Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking),

(the **10% Placement Period**).

(g) Effect of Resolution 8

The effect of Resolution 8 will be to allow the Directors to issue the Equity Securities under ASX Listing Rule 7.1A during the 10% Placement Period without using the Company's 15% Placement Capacity under ASX Listing Rule 7.1.

(h) Information required under ASX Listing Rule 7.3A

In compliance with ASX Listing Rule 7.3A, the Company provides the following information:

Minimum price at which equity securities may be issued	<p>The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> • the date on which the price, at which the securities are to be issued,
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	<p>is agreed; or</p> <ul style="list-style-type: none"> • if the securities are not issued within ten trading days of the date referred to above, the date on which the securities are issued.
Risk of economic and voting dilution	<p>An issue of Shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> • the market price for Shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and • the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date, <p>which may have an effect on the amount of funds raised by the issue of the Equity Securities.</p> <p>Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
Date by which the securities will be issued	<p>The period commencing on the date of the Annual General Meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> • the date which is 12 months after the date of the annual general meeting at which approval is obtained; • the time and date of the Company's next annual general meeting; and • the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2. <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.</p>
Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration	<p>It is the Board's current intention that any funds raised under an issue of equity securities will be used for the funding of further acquisitions and to increase resources available to pursue major clients and partnerships.</p> <p>The issue of securities under ASX Listing Rule 7.1A can only be made for cash consideration purposes only.</p> <p>The Company will comply with ASX Listing Rule 7.1A.3 in relation to the issue being an existing quoted class of equity securities and the minimum issue price limitation to such issue.</p>
Details of the Company's allocation policy for issues under approval	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> • the prevailing market conditions at the time of the issue; • the purpose of the issue; • the ability of the Company to raise funds at the time of the proposed issue and whether the raising of any funds under such placement could be carried out by alternative means such as an entitlement offer, a placement and another offer where existing Shareholders may participate; • the dilutionary effect of the proposed issue of the securities on

	<p>existing Shareholders at the time of the proposed issue;</p> <ul style="list-style-type: none"> the effect of the issue on the control of the Company; the circumstances of the Company, including, but not limited to the financial situation and solvency of the Company; and advice from its professional advisers, including corporate, financial and broking advisers (if applicable). <p>The subscribers under the 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company and are likely to be sophisticated and professional investors.</p>
Equity Securities on issue as the date of this Notice of Meeting	335,451,478 Shares

The below table shows the dilution of existing Shareholders on the basis of the current market price of Shares and the current number of ordinary securities for variable 'A' calculated in accordance with the formula in ASX Listing Rule 7.1A(2) as at the date of the Notice.

The table also shows:

- (i) two examples where variable 'A' has increased, by 50% and 100%. Variable 'A' is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require Shareholder approval (for example, a pro rata entitlements issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future Shareholders' meeting; and
- (ii) two examples of where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the current market price.

Variable 'A' in Listing Rule 7.1A.2		Dilution		
		\$0.2175 50% decrease in Issue Price	\$0.435 Issue Price	\$0.87 100% increase in Issue Price
Current Variable 'A' 335,451,478 Shares	10% voting dilution	33,545,147 Shares	33,545,147 Shares	33,545,147 Shares
	Funds raised	\$7,296,069	\$14,592,138	\$29,184,277
50% increase in current Variable 'A' 503,177,217 Shares	10% voting dilution	50,317,721 Shares	50,317,721 Shares	50,317,721 Shares
	Funds raised	\$10,944,104	\$21,888,208	\$43,776,417
100% increase in current Variable 'A' 670,902,956 Shares	10% voting dilution	67,090,295 Shares	67,090,295 Shares	67,090,295 Shares
	Funds raised	\$14,592,139	\$29,184,278	\$58,368,556

- (iii) The table has been prepared on the following assumptions:
 - (A) The Company issues the maximum number of Equity Securities available under the 10% Placement Capacity.
 - (B) No Performance Rights or Options are exercised or converted into Shares before the date of the issue of the Equity Securities.

- (C) The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
 - (D) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the 10% Placement Capacity, based on that Shareholder's holding at the date of the Meeting.
 - (E) The table shows only the effect of issues of Equity Securities under Listing Rule 7.1A, not under the 15% Placement Capacity under ASX Listing Rule 7.1.
 - (F) The issue of Equity Securities under the 10% Placement Capacity consists only of Shares.
 - (G) The issue price is \$0.435, being the closing price of the Shares on ASX on 20 September 2022. The Company will only issue the Equity Securities during the 10% Placement Period.
- (iv) The Company will only issue the ASX Listing Rule 7.1A Shares during the 10% Placement Period. The approval under Resolution 8 will cease to be valid in the event that Shareholders approve a transaction under ASX Listing Rule 11.1.2 (a significant change to the nature of scale of activities) or ASX Listing Rule 11.2 (disposal of main undertaking). The subscribers under the 10% Placement Capacity have not been determined as at the date of the Notice but may include existing substantial Shareholders and/or new Shareholders who are not a related party or an associate of a related party of the Company and are likely to be sophisticated and professional investors.
 - (v) A voting exclusion statement is included in the Notice for Resolution 8. However 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 Resolution.

(i) **Voting Exclusion Statement**

A voting exclusion statement is included below. However 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 Resolution.

The Company will disregard any votes cast in favour of Resolution 8 by or on behalf of a person who is expected to participate in the proposed issue or who will obtain a material benefit as a result of the proposed issue (except a benefit solely in the capacity of a holder of ordinary securities in the entity) or an associate of that person or those persons.

However, this does not apply to a vote cast in favour of a resolution by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with directions given to the proxy or attorney to vote on the resolution that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - (A) 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

- (B) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

(j) **Recommendation**

Resolution 8 is a special resolution, requiring approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

The Board unanimously recommends that Shareholders vote in favour of Resolution 8.

The Chair intends to exercise all available proxies in favour of Resolution 8.

4.9 Resolution 9: Approval of Performance Rights Plan

(a) **Introduction**

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period.

ASX Listing Rule 7.2 (Exception 13) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

Exception 13(b) is only available if, and to the extent that, the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to ASX Listing Rule 7.2 (Exception 13(b)).

Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 9 is passed, the Company will be able to issue equity securities under the Performance Rights Plan (**PRP**) to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period.

If Resolution 9 is not passed, the Company will not have the benefit of Listing Rule 7.2 (Exception 13) to issue equity securities under the PRP, which would mean that the issue of any securities under the PRP would need to be included in the Company's placement capacity under ASX Listing Rule 7.1.

The objective of the PRP is to attract, motivate and retain key employees and it is considered by the Company that the adoption of the PRP and the future issue of Shares under the PRP will provide selected employees with the opportunity to participate in the future growth of the Company.

Any future issues of equity securities under the PRP to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

In accordance with Listing Rule 7.2, Exception 13, the following information is provided:

- (i) a summary of the terms of the PRP is detailed in Schedule 1;
- (ii) as the PRP is a new employee incentive scheme, no person has received Performance Rights under the Plan;

- (iii) a maximum of 33,545,147 Performance Rights (excluding issues to persons exempt from disclosure under section 708 of the Corporations Act) are proposed to be issued under the PRP in the next 3 years; and
- (iv) a voting exclusion statement has been included in the Notice for this Resolution 9.

A summary of the key terms and conditions of the PRP are set out in Schedule 1 of this Explanatory Memorandum. In addition, a copy of the PRP is available for review by Shareholders at the registered office of the Company until the date of the Meeting. A copy of the PRP can also be sent to Shareholders upon request to the Company Secretary. Shareholders are invited to contact the Company if they have any queries or concerns.

(b) Voting Exclusion Statement

The Company will disregard any votes cast in favour of each of Resolution 9 by or on behalf of:

- (i) a person who is eligible to participate in the Performance Rights Plan in relation to the Company, or
- (ii) any associates of those persons eligible to participate in the Company's Performance Rights Plan.

However, this does not apply to a vote cast in favour of a resolution by:

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

(c) Recommendation

The Board recommends that Shareholders vote in favour of Resolution 9.

The Chair intends to exercise all available proxies in favour of Resolution 9.

4.10 Resolutions 10 - 13: Approval of participation in Performance Rights Plan by related party (Marc Lichtenstein, Joe Foster, Lawrence Jaffe and Darren Brits)

(a) Introduction

The Board proposes to grant under the PRP 1,000,000 Performance Rights to Marc Lichtenstein, 1,000,000 Performance Rights to Joe Foster, 1,000,000 Performance Rights to Lawrence Jaffe and 1,000,000 Performance Rights to Darren Brits (the **Related Parties**), all of whom are directors of the Company.

The terms of the Performance Rights proposed to be granted are set out below and in Schedule 1.

The Board believes the PRP will:

- (i) encourage participants to focus on creating value for Shareholders;
- (ii) link reward with the achievement of long-term performance in the Company;

- (iii) encourage participants to remain with the Company by providing them with the opportunity to hold a financial stake in the Company; and
- (iv) assist in the Company attracting and retaining high calibre Directors and employees.

(b) Voting Exclusion Statement

The Company will disregard any votes cast in favour of Resolutions –10 - 13 by or on behalf of:

- (i) a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3, who is eligible to participate in the Performance Rights Plan (which includes the Directors) in question; or
- (ii) any associates of those persons.

However, this does not apply to a vote cast in favour of a resolution by:

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

In addition, a vote must not be cast on Resolutions 10 - 13 as a proxy by a member of the Key Management Personnel at the date of the Meeting, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.

(c) Approval for the purposes of the ASX Listing Rules

ASX Listing Rule 10.14 provides that an entity must only allow Directors or their associates to acquire securities under an employee incentive scheme with the approval of shareholders and provided the Notice of Meeting complies with the requirements set out in ASX Listing Rules 10.15.

Pursuant to ASX Listing Rule 7.2 (Exception 14), issues of securities that receive shareholder approval under ASX Listing Rule 10.14 do not require approval under ASX Listing Rule 7.1. The PRP is an employee incentive scheme for the purposes of the ASX Listing Rules.

The Board proposes to invite the Related Parties to be granted Performance Rights under the PRP and therefore seeks shareholder approval under ASX Listing Rule 10.14.

Pursuant to ASX Listing Rule 10.15.4, the Related Parties' current remuneration (excluding superannuation) is:

Marc Lichtenstein	\$350,000
Joe Foster	\$308,251

Lawrence Jaffe	\$300,000
Darren Brits	\$239,605

Pursuant to ASX Listing Rules 10.15.6 and 10.15.9, a summary of the material terms of the equity securities and the value attributed to them by the Company are listed in Table A and Table B below.

The effect of passing Resolutions 10 – 13 will be to allow the Company to issue an aggregate of 4,000,000 Performance Rights without using up the Company's 15% placement capacity under ASX Listing Rule 7.1.

As Shareholder approval is sought under ASX Listing Rule 10.11, approval under ASX Listing Rule 7.1 is not required. Accordingly, the grant of Performance Rights to Marc Lichtenstein, Joe Foster, Lawrence Jaffe and Darren Brits pursuant to Resolutions – 10 - 13 will not reduce the Company's 15% placement capacity for the purposes of ASX Listing Rule 7.1.

(d) Terms on which Performance Rights will be granted to Directors

TABLE A: The key terms of the Performance Rights to be granted under the PRP to the Directors are set out in the following table:

Terms	Details
Number of Performance Rights	Marc Lichtenstein will be offered 1,000,000 Performance Rights; Joe Foster will be offered 1,000,000 Performance Rights; Lawrence Jaffe will be offered 1,000,000 Performance Rights; and Darren Brits will be offered 1,000,000 Performance Rights, being a total of 4,000,000 Performance Rights.
Price payable to acquire Performance Rights	Nil
Exercise Price	Nil (i.e. no amount is payable to exercise a Performance Right to acquire a Share in the Company once the Vesting Conditions are satisfied)
Term or Expiry Date	5 years from the date of grant
Minimum Vesting Period	3 years from the date of grant

Vesting Conditions

The Performance Rights to be granted to Directors will vest in the manner set out in the tables below, provided the following conditions are met:

No. of Performance Rights	Performance Condition	Service Condition
400,000 Performance Rights, being 40% of the total Performance Rights granted to the Director (Tranche A Performance Rights)	Not Applicable	The Director is continuously employed or continue to provide services to the Company from the Grant Date up to the date the Board makes a determination that the Vesting Conditions are met.
200,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche B Performance Rights)	The volume weighted average market price (VWAP) of the Shares being equal to or more than \$0.70 for 20 consecutive trading days.	
200,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche C Performance Rights)	The VWAP of the Shares being equal to or more than \$0.85 for 20 consecutive trading days.	
200,000 Performance Rights, being 20% of the total Performance Rights granted to the Director (Tranche D Performance Rights)	The VWAP of the Shares being equal to or more than \$1.00 for 20 consecutive trading days.	

If the above Vesting Conditions are not satisfied, or if the Board determines that they cannot be satisfied, the relevant Director/s will forfeit Performance Rights (unless the Board exercises its discretion to permit those Performance Rights to vest in accordance with the terms of the PRP Rules).

TABLE B: In accordance with ASX Listing Rules 10.14 and 10.15 and the Corporations Act, the following additional information is provided in relation to the proposed participation in the PRP by the Directors:

Maximum number of securities to be issued	1,000,000 Performance Rights are approved for issue to Marc Lichtenstein; 1,000,000 Performance Rights are approved for issue to Joe Foster; 1,000,000 Performance Rights are approved for issue to Lawrence Jaffe; and 1,000,000 Performance Rights are approved for issue to Darren Brits, with a total of 4,000,000 Performance Rights proposed to be issued subject to shareholder approval.
Price at which the securities will be issued	Nil (refer to above table).
The date by which the Company will issue the Performance Rights	The Board will grant the Performance Rights as soon as practicable following the Meeting, subject to Shareholders approving the Resolution, and in any case not later than 1 month after the date of the Meeting.

Terms of any loan in relation to the issue of Performance Rights	No loan terms applicable.
Number of Performance Rights previously issued to each the director	No Performance Rights have previously been issued to any of the directors.
Information required under ASX Listing Rule 10.15.11	<p>Each Related Party is entitled to participate in the PRP.</p> <p>Subject to Shareholders approving Resolutions 10 - 13, details of any Performance Rights granted to a Director under the PRP will be published in the Company's annual report for the year in which the grant is made noting that approval for the grant was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the PRP after approval of these Resolutions and who were not named in this Notice will not participate until separate approval is obtained under Listing Rule 10.14.</p>

(e) **Recommendation**

The Board, as members of the Key Management Personnel, abstain from making a recommendation in relation to Resolutions 10 to 13.

Schedule 1

Summary of Performance Rights Plan

Objective

The objective of the Company's Performance Rights Plan (**PRP**) is to attract, motivate and retain Directors, employees and consultants and it is considered by the Company that the adoption of the PRP and the future issue of securities pursuant to the terms of the Performance Rights Plan will provide eligible participants with the opportunity to participate in the future growth of the Company.

Rationale

The Board believes that the PRP will:

- (a) encourage participants to focus on creating value for Shareholders;
- (b) link reward with the achievement of long-term performance in the Company;
- (c) encourage participants to remain with the Company by providing them with the opportunity to hold a financial stake in the Company; and
- (d) assist in the Company attracting and retaining high calibre Directors and employees.

Key Features

Directors and full-time and part-time employees of the Company or any of its subsidiaries (Participants), who are selected by the Board, will be eligible to participate in the PRP.

Participants are granted by the Company a specified number of Performance Rights under the PRP which are subject to restrictions to be determined by the Board. Each Performance Right represents a right to acquire an ordinary share in the capital of the Company (**Share**) at no cost i.e. effectively a share option with an exercise price set at zero.

The Board may determine that Performance Rights to be granted to Participants will be subject to:

- (a) 'Vesting Conditions'; and
- (b) 'Forfeiture Conditions',

which must be detailed in the invitations made to Participants.

The nature and content of the 'Vesting Conditions' are to be determined by the Board and may include conditions relating to any or all of:

- (a) continuing employment / engagement of services with the Company;
- (b) performance of the Participant;
- (c) performance of the Company; or
- (d) the occurrence of specific events.

Unless determined otherwise by the Board, while Performance Rights are held by a Participant under the PRP, they are subject to forfeiture if any of the following 'Forfeiture Conditions' are satisfied:

- (a) if the Participant ceases to be employed or provide services to the Company, but only in certain circumstances as set out in the rules of the PRP; or
- (b) if, in the opinion of the Board, any of the Vesting Conditions have not been or cannot be

satisfied for any reason.

If the applicable 'Vesting Conditions' are satisfied, the Participant can choose to 'exercise' Performance Rights and acquire the Shares at any time between the date of vesting and expiry of the term of the Performance Rights.

Cessation of employment or office

In the event of resignation or dismissal, a Participant may retain all vested but unexercised Performance Rights granted under the PRP. However, unless the Participant is a special circumstances leaver such as a retiree, the Participant will forfeit unvested Performance Rights held at termination (subject to the Boards discretion to determine otherwise). A special circumstances leaver will generally retain a pro-rated portion of unvested Performance Rights held at termination and having regard to the extent to which any performance conditions have been achieved.

Other features

Unless the Board determines otherwise, Performance Rights granted under the PRP are not capable of being transferred or encumbered by a Participant.

Performance Rights do not carry any dividend or voting rights however Shares issued to Participants on exercise of a Performance Right carry the same rights and entitlements as other Shares on issue. The Company will not seek quotation of any Performance Rights on the ASX.

All unvested Performance Rights will automatically vest in the event of a Change of Control of the Company, defined under the rules of the PRP to mean:

- (a) the merger or consolidation of the Company into another company;
- (b) the acquisition of more than 50% of Shares of the Company by one or more parties who are associated (as defined by the Corporations Act); or
- (c) any event which the Board determines, in its discretion, to be equivalent to an event referred to in (a) or (b) of the definition above.

Schedule 2

Glossary

In this Notice, the following items have the following meanings unless the context requires otherwise:

\$ means Australian Dollars.

10% Placement Capacity has the meaning given in Section 4.8(a).

10% Placement Period has the meaning given in Section 4.8(f).

Annual Report means the Annual Report to Shareholders for the period ended 30 June 2022.

ASX means ASX Limited ACN 008 624 691 and, where the context permits, the Australian Securities Exchange operated by ASX Limited.

ASX Listing Rules means the official listing rules of the ASX.

Auditor's Report means the auditor's report on the Financial Report.

Board means the current board of directors of the Company.

Chair means the person chairing the Meeting.

Closely Related Party has the meaning as defined in section 9 of the Corporations Act.

Company means Close the Loop Ltd ACN 095 718 317.

Constitution means the Company's Constitution.

Corporations Act means the *Corporations Act 2001* (Cth).

Directors means the current directors of the Company.

Directors' Report means the annual directors' report prepared under chapter 2M of the Corporations Act for the Company and its controlled entities.

Equity Securities has the meaning given to that term in the Listing Rules.

Explanatory Memorandum means the explanatory memorandum accompanying and forming part of this Notice.

Financial Report means the annual financial report prepared under chapter 2M of the Corporations Act of the Company and its controlled entities.

Key Management Personnel has the meaning as defined in section 9 of the Corporations Act.

Meeting or Annual General Meeting means the 2022 Annual General Meeting of Shareholders to be held at 208 Hume Highway, Somerton, Victoria, 3062 on 16 November 2022 at 11.00am (Melbourne time).

Notice means this Notice of Annual General Meeting (including the Explanatory Memorandum and the Proxy Form).

Proxy Form means the proxy form accompanying this Notice.

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

Remuneration Resolution means a resolution connected directly or indirectly with the remuneration of a member of the Key Management Personnel and includes Resolution 1 in this Notice.

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

Securities includes Shares, rights to Shares, options to acquire Shares and other securities with rights of conversion to equity.

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

Shareholder means a holder of a Share.

VWAP means volume weighted average price.

Annexure A

Shareholders auditor nomination

30 September 2022

The Company Secretary
Close the Loop Limited
208 Hume Highway
Somerton VIC 3062

Dear Sir

Nomination of Auditor of Close the Loop Group Limited

In accordance with the provisions of section 328B(1) of the *Corporations Act 2001*, I, Neil Abrahams, being a member of Close the Loop Limited ACN 095 718 317 (**Company**), hereby nominate Nexia Australia Pty Ltd for appointment as the auditor of the Company.

I acknowledge that a copy of this nomination will be included in the Company's notice of meeting for its 2022 Annual General Meeting.

Yours faithfully



Neil Abrahams



Close the Loop GROUP

Create - Recover - Reuse

Close the Loop Ltd

ABN 91 095 718 317

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 **11:00am (AEDT) on Monday, 14 November 2022.**

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

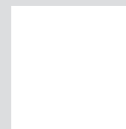
If a representative of a corporate securityholder or proxy is to participate in the meeting you will need to provide the appropriate "Appointment of Corporate Representative". A form may be obtained from Computershare or online at www.investorcentre.com/au and select "Printable Forms".

Lodge your Proxy Form:

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: 181605

SRN/HIN:

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.

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

☐ **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.

Proxy Form

Please mark ☒ to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Close the Loop 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 Close the Loop Limited to be held at 208 Hume Highway, Somerton, VIC 3062 on Wednesday, 16 November 2022 at 11:00am (AEDT) 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 Resolutions 1, 10, 11, 12 and 13 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1, 10, 11, 12 and 13 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 Resolutions 1, 10, 11, 12 and 13 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			For	Against	Abstain
1	Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	10	Approval of participation in Performance Rights Plan by related party (Marc Lichtenstein)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
2	Re-election of Director - Marc Lichtenstein	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	11	Approval of participation in Performance Rights Plan by related party (Joe Foster)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3	Election of Director - Joe Foster	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	12	Approval of participation in Performance Rights Plan by related party (Lawrence Jaffe)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4	Election of Director - Darren Brits	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	13	Approval of participation in Performance Rights Plan by related party (Darren Brits)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5	Election of Director - Lawrence Jaffe	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
6	Election of Director - Grant Carman	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
7	Ratification of appointment of Auditor	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
8	Approval for 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					
9	Approval of Performance Rights Plan	<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