

ASX Announcement
18 October 2024

2024 Notice of Annual General Meeting

Accent Group Limited (ASX:AX1) attaches the 2024 Notice of Annual General Meeting and Voting Form which was distributed to shareholders today.

Accent Group's 2024 Notice of Annual General Meeting and Voting Form can also be viewed online at <https://www.accentgr.com.au/investor/investor-information>.

For further information contact: Nicole Nuttall, Company Secretary T: +61 2 8310 0028

The release of this announcement was authorised by Nicole Nuttall, Company Secretary.

18 October 2024

Dear Fellow Shareholder

On behalf of the Directors of Accent Group Limited (the **Company**), it is my pleasure to invite you to attend the 2024 Annual General Meeting (**AGM**) to be held on Thursday, 21 November 2024 at 10:00am (AEDT).

We will continue to hold the AGM as a hybrid meeting this year, offering shareholders the flexibility to attend either in person or virtually via the online platform.

The Notice of Meeting, including details on accessing the meeting and voting details are available at <https://www.accentgr.com.au/investor/investor-information>. You may vote prior to the AGM via the online voting facility, or by lodging the voting form attached to the Notice of Meeting, by no later than 10.00am (AEDT) on Tuesday, 19 November 2024. **Your Directors strongly encourage you to lodge your voting form prior to the AGM.**

If attending virtually, there will be a facility for you to ask questions in relation to the business of the meeting (through a chat functionality) or you can submit questions online when voting prior to the AGM at www.investorvote.com.au.

If you have any questions about the AGM or about voting or submitting questions to the AGM, please feel free to contact the Company Secretary at investors@accentgr.com.au.

Your Directors unanimously recommend (with certain Directors abstaining where appropriate) that shareholders vote IN FAVOUR of ALL resolutions.

AGM

At the AGM, you will have the opportunity to vote on:

- Item 2:** the adoption of the Remuneration Report as set out on pages 19 to 34 of the Company's 2024 Annual Report
- Item 3(a):** the re-election of Donna Player as a director of the Company
- Item 3(b):** the election of Anne Loveridge AM as a director of the Company
- Item 3(c):** the election of Lawrence Myers as a director of the Company
- Item 4(a):** the variations to the Tranche 6 performance rights
- Item 4(b):** the variations to the Tranche 7 performance rights
- Item 5:** the grant of performance rights to the Company's CEO, Daniel Agostinelli

As announced to the market recently, Brett Blundy retired from the Board with effect from 28 August 2024. On behalf of the Board, I wish to recognise and thank Mr Blundy and his nominated alternate director, Timothy Dodd, for their contributions to the Company. As part of its process of managing succession and renewal of the Board, your Board will continue to review its composition to ensure it remains appropriate for the operations of the Company.

As always, your Board has considered any feedback following the 2023 AGM and continued to take action to ensure a high level of detail and transparency in this year's Remuneration Report. The Board will continue to review executive remuneration to ensure that it aligns with the Company's strategy, motivates management and supports the delivery of sustainable long-term returns to shareholders.

I look forward to your attendance at our 2024 AGM.

Yours faithfully,



David Gordon
Chairman

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Accent Group

NOTICE OF MEETING 2024



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Notice of Annual General Meeting

Notice is given that the 2024 Annual General Meeting (“AGM” or “Meeting”) of Accent Group Limited (“Company”) will be held as follows:

Date: Thursday, 21 November 2024

Time: 10:00am (AEDT)

Venue: In-person at Accent Group Limited, 2/64 Balmain Street, Cremorne VIC 3121
Online at <https://meetnow.global/M6FGGZ7> (meeting ID M6FGGZ7)

ITEMS OF BUSINESS

Item 1: Financial statements and reports

To receive and consider the Company’s Financial Report, together with the Directors’ Report and Auditor’s Report, for the year ended 30 June 2024.

Item 2: Adoption of the Remuneration Report

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

“That the Remuneration Report as set out in the Annual Report of the Company for the year ended 30 June 2024 be adopted.”

Item 3: Election and Re-election of Directors

To consider and, if thought fit, pass the following resolutions, each as ordinary resolutions:

- a. *“That, for the purposes of ASX Listing Rule 14.4 and for all other purposes, Ms Donna Player, who retires in accordance with clause 22.2 of the Company’s Constitution and ASX Listing Rule 14.4, and being eligible for re-election, be re-elected as a Director of the Company.”*
- b. *“That, for the purposes of clause 21.2.1 of the Company’s Constitution, ASX Listing Rule 14.4 and for all other purposes, Ms Anne Loveridge AM, who, having been appointed by the Board as a Director of the Company on 17 November 2023, retires in accordance with ASX Listing Rule 14.4, and being eligible for election, be elected as a Director of the Company.”*
- c. *“That, for the purposes of clause 21.2.1 of the Company’s Constitution, ASX Listing Rule 14.4 and for all other purposes, Mr Lawrence Myers, who, having been appointed by the Board as a Director of the Company on 17 November 2023, retires in accordance with ASX Listing Rule 14.4, and being eligible for election, be elected as a Director of the Company.”*

Item 4: Variations to the Tranche 6 and Tranche 7 performance rights

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

“That, for the purposes of ASX Listing Rule 6.23 and for all other purposes, shareholders approve the Board’s proposal to exercise its discretion to vary the performance conditions attaching to the Tranche 6 and Tranche 7 performance rights on issue as follows

- a. *in respect of the Tranche 6 performance rights, to reset the base off which the performance condition is to be assessed to the FY19 EPS of 9.54 cents and reduce the sliding scale annual compounding diluted EPS growth target rates to 8% (as the ‘threshold’ rate), 10% (as the ‘target’ rate) and 15% (as the ‘stretch’ rate); and*
- b. *in respect of the Tranche 7 performance rights, to reset the base off which the performance condition is to be assessed to the FY19 EPS of 9.54 cents and reduce the sliding scale annual compounding diluted EPS growth target rates to 8% (as the ‘threshold’ rate), 10% (as the ‘target’ rate) and 15% (as the ‘stretch’ rate),*

as further outlined in the Explanatory Statement which accompanies and forms part of this Notice.”

Item 5: Grant of performance rights to a related party, the Company’s CEO and Executive Director, Mr Daniel Agostinelli

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

“That, for the purposes of section 200B of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, shareholders approve the grant by the Company to a related party, the Company’s CEO and Executive Director, Mr Daniel Agostinelli, of 1,175,115 performance rights, as outlined in the Explanatory Statement which accompanies and forms part of this Notice.”

The proposed items of business should be read in conjunction with the explanatory notes set out in this Notice of Meeting.

Notice of Annual General Meeting

VOTING EXCLUSIONS

For all resolutions that are directly or indirectly related to the remuneration of a member of the Key Management Personnel (**KMP**) of the Company (being the resolutions set out in Items 2, 4 and 5), the *Corporations Act 2001* (Cth) (**Corporations Act**) restricts KMP and their closely related parties from voting in certain circumstances.

A 'closely related party' is defined in the Corporations Act and includes a spouse, dependent and certain other close family members, as well as any companies controlled by the KMP.

Voting exclusions for Item 2 (Adoption of the Remuneration Report)

No votes may be cast, and the Company will disregard any votes cast, on the resolution set out in Item 2:

- by, or on behalf of, a member of the KMP or a closely related party of a member of the KMP; or
- as a proxy by a person who is a member of the KMP or who is a closely related party of a member of the KMP,

unless the vote is cast as a proxy for a person entitled to vote on Item 2:

- in accordance with a direction on the proxy form; or
- by the Chairman of the Meeting pursuant to an express authorisation to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chairman intends to vote undirected proxies FOR the resolution in Item 2.

Voting exclusions for Item 3 (Election and Re-election of Directors)

There are no voting exclusions for Item 3.

The Chairman intends to vote undirected proxies FOR the resolution in Item 3.

Voting exclusions for Item 4 (Variations to the Tranche 6 and Tranche 7 performance rights)

The Company will disregard any votes cast in favour of the resolutions in Item 4 by or on behalf of:

- any person that holds a performance right that is the subject of the respective resolution in Item 4; or
- any of their associates.

However, this does not apply to a vote cast in favour of the resolutions in Item 4 by:

- a person as a proxy or attorney for a person who is entitled to vote on the respective resolution in Item 4, in accordance with the directions given to the proxy or attorney to vote on the resolutions in Item 4 in that way; or
- the Chairman of the Meeting as proxy or attorney for a person who is entitled to vote on the respective resolutions in Item 4, pursuant to an express authorisation to exercise the proxy as the Chairman decides; or

- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the respective resolution in Item 4; and
 - the holder votes on the respective resolution in Item 4 in accordance with directions given by the beneficiary to the holder to vote in that way.

Additionally, in accordance with the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on the resolutions in Item 4 if:

- the person is either a member of the KMP or a closely related party of a member of the KMP; and
- the appointment does not specify the way the proxy is to vote on the resolutions, unless:
- the person is the Chairman of the Meeting; and
- the appointment expressly authorises the Chairman to exercise the proxy even if the resolutions are connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman intends to vote undirected proxies FOR the resolutions in Item 4.

Voting exclusions for Item 5 (Grant of performance rights to a related party, the Company's CEO and Executive Director, Mr Daniel Agostinelli)

The Company will disregard any votes cast in favour of the resolution in Item 5 by or on behalf of:

- Mr Daniel Agostinelli; or
- any of his associates.

However, this does not apply to a vote cast in favour of the resolution in Item 5 by:

- a person as a proxy or attorney for a person who is entitled to vote on the resolution in Item 5, in accordance with the directions given to the proxy or attorney to vote on the resolution in Item 5 in that way; or
- the Chairman of the Meeting as proxy for a person who is entitled to vote on the resolution in Item 5, pursuant to an express authorisation to exercise the proxy as the Chairman decides; or
- a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution in Item 5; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way in Item 5.

Notice of Annual General Meeting

Additionally, in accordance with the Corporations Act, a person appointed as a proxy must not vote on the basis of that appointment, on the resolution in Item 5 if:

- a. the person is either a member of the KMP or a closely related party of a member of the KMP; and
- b. the appointment does not specify the way the proxy is to vote on the resolution, unless:
- c. the person is the Chairman of the Meeting; and
- d. the appointment expressly authorises the Chairman to exercise the proxy even if the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

The Chairman intends to vote undirected proxies FOR the resolution in Item 5.

ELIGIBILITY TO PARTICIPATE AND VOTE

You are eligible to participate and vote at the Meeting if you are a registered holder of shares of the Company at 7:00pm (AEDT) on Tuesday, 19 November 2024.

Transactions registered after that time will be disregarded in determining which shareholders are entitled to vote at the Meeting.

If more than one joint holder of shares participates in the Meeting (whether personally, by proxy, by attorney or by representative) and votes, only the vote of the joint holder whose name appears first on the register will be counted.

All resolutions at the Meeting will be determined by way of a poll. You may vote by attending the AGM in person, by proxy or personal/corporate representative.

REGISTRATION

Shareholders wishing to attend the Meeting online can register to participate in the Meeting via the online platform at <https://meetnow.global/M6FGGZ7> (meeting ID M6FGGZ7).

In-person and online registration for the Meeting will commence from 9:30am (Melbourne time) on Thursday, 21 November 2024.

HOW TO VOTE

Direct voting – prior to the Meeting

You may vote directly on resolutions considered at the Meeting without attending the Meeting or appointing a proxy.

You may cast a direct vote prior to the Meeting either online at www.investorvote.com.au or by completing and submitting a Voting Form.

To vote by direct vote, mark Box "A" (in "Step 1") on the Voting Form. You must complete the voting directions for Items 2, 3, 4 and 5 (in "Step 2") by marking "For", "Against" or "Abstain" for your vote to be counted.

If you cast a direct vote prior to the Meeting, you may still participate in the Meeting. If you participate in the Meeting, the Chairman has determined that your direct vote will not be cancelled unless you cast a live vote during the Meeting or complete and submit a poll voting card on the day.

Voting at the Meeting

Eligible shareholders may attend the Meeting and vote in person.

You may still attend the Meeting and vote in person even if you have lodged a direct vote or appointed a proxy prior to the Meeting. You will be provided with a poll voting card on the day. If you have previously submitted a Voting Form and you vote during the Meeting, your vote at the Meeting will cancel your direct vote (unless you instruct the Company or Computershare otherwise) or suspend your proxy appointment while you are present at the Meeting.

While you are not required to submit your Voting Form if you attend the Meeting in person, please bring your personalised Voting Form with you as it will help you register your attendance at the Meeting. If you do not bring your Voting Form with you, you can still attend the Meeting but representatives from Computershare will need to verify your identity.

Voting online – during the Meeting

Online attendees will be able to vote in real-time during the Meeting when invited by the Chairman. You will be able to vote for, against or abstain in relation to each item through the online platform.

Voting by proxy

If you are entitled to attend and vote at the Meeting, you can appoint a proxy to attend and vote on your behalf. A proxy need not be a shareholder of the Company and may be an individual or a body corporate. If you are entitled to cast two or more votes, you may appoint two proxies and may specify the proportion or number of votes each proxy is appointed to exercise. If you do not specify the proportion or number, each proxy may exercise one half of the votes.

You may specify the way in which your proxy is to vote on each resolution by marking the boxes 'for', 'against' or 'abstain' on your proxy form, or you may allow the proxy to vote at his or her discretion. If you appoint the Chairman as proxy (or the Chairman becomes your proxy by default) and you do not direct the Chairman how to vote, then you are expressly authorising the Chairman to exercise your proxy as the Chairman decides.

The Chairman intends to vote in favour of each item of business (where permissible).

If you appoint a proxy and direct them how to vote, and your proxy does not attend the Meeting or does not vote if a poll is called on an item of business, your directed proxies will automatically default to the Chairman, who is required to vote proxies as directed on a poll.

Notice of Annual General Meeting

Lodging your voting or proxy form

You can lodge your completed voting or proxy form with the Company's share registry, Computershare Investor Services Pty Limited ("**Computershare**"), either:

- online at www.investorvote.com.au;
- by fax on +61 3 9473 2555; or
- by post to GPO Box 242, Melbourne, VIC 3001.

To be valid, your proxy form must be received by Computershare no later than **10:00am (AEDT) on Tuesday, 19 November 2024**, being 48 hours before the start of the AGM. If the proxy form is signed by an attorney, the original power of attorney under which the proxy form was signed (or a certified copy) must also be provided to Computershare when you lodge the proxy form.

Corporate representatives

A corporate shareholder may appoint a person to act as its representative at the Meeting by providing that person with a properly executed letter or another document confirming that they are authorised to act as the corporate shareholder's representative. You can download an 'Appointment of Corporate Representative' form from Computershare's website at www.investorcentre.com/au and select "**Printable Forms**". The document must be lodged with the Company before the Meeting and the Company will retain such document.

VIRTUAL PARTICIPATION AND QUESTIONS

Shareholders will be able to participate in the Meeting virtually via an online platform provided by Computershare. For detailed steps on how to participate in the Meeting virtually, please refer to the Online Meeting Guide available at www.accentgr.com.au/for-investors.

The AGM will be webcast live from the website at <https://meetnow.global/M6FGGZ7> (meeting ID M6FGGZ7). If you choose to participate online, you will be able to view and listen to the live webcast of the Meeting, speak and ask the Meeting questions (through the online Meeting platform) and submit your votes in real time.

Even if you are planning on participating in the Meeting in real time, we encourage you to submit a proxy and any questions ahead of the AGM to avoid any technical issues that may occur on the day. You can submit an online question when voting online prior to the AGM at www.investorvote.com.au.

By order of the Board



Nicole Nuttall
Company Secretary
18 October 2024

Explanatory Notes

1. Financial Statements

The Company's Financial Report, Directors' Report and Auditor's Report for the year ended 30 June 2024 are set out in its Annual Report, available at <https://www.accentgr.com.au/investor/investor-information>.

There is no requirement for shareholders to vote on these reports, but shareholders will be given a reasonable opportunity at the AGM to ask questions about or make comments on the management of the Company. Shareholders will also be given a reasonable opportunity at the AGM to ask the Company's auditor, PricewaterhouseCoopers, questions about the conduct of the audit, the preparation and content of the Auditor's Report, the accounting policies adopted by the Company in its preparation of the financial statements and the independence of PricewaterhouseCoopers in relation to the conduct of the audit.

2. Remuneration Report

The Company's Remuneration Report for the year ended 30 June 2024 ("**Remuneration Report**") is set out on pages 19 to 36 of the Company's Annual Report, available at <https://www.accentgr.com.au/investor/investor-information>.

The Board continues to respond to feedback received from shareholders and their advisors in relation to the Company's remuneration practices and will continue to maintain the same level of transparency provided in the Remuneration Report in relation to STI disclosures.

In relation to the Company's LTI program, the Board still believes that a single metric program, using earnings per share as the measure, to be the best approach for the delivery of a scheme that is both easy for participants to understand and thus creates real incentive during the year, and that aligns management performance with shareholder value creation. While the Company has implemented multi-metric approaches in prior LTI schemes, it found that the complexity detracted from the effectiveness of the scheme. Participants were unable to determine for themselves how their performance measured up against the target until the calculation was done by experts after the end of the relevant period. Since implementing a single, earnings per share only methodology, members of management can calculate for themselves and monitor their performance against target metrics regularly during the period, and the outcomes have been demonstrably better. Accordingly, the Board still considers a single metric program using earnings per share as the measure to be the best approach for aligning management performance with shareholder value creation.

The Board will continue to review KMP remuneration to ensure that it aligns with the Company's strategy, motivates management and supports the delivery of superior and sustainable long-term returns to shareholders. As part of the review process, the Company will continue to engage with its major shareholders and proxy advisors.

In accordance with the Corporations Act, the Company is required to present the Remuneration Report to its shareholders at the AGM and shareholders will be asked to vote on this item. The vote is advisory only and does not bind the Directors or the Company, but the Directors will have regard to the outcome of the vote and the discussion at the AGM when determining the Company's remuneration strategy.

A voting exclusion statement is included in the Notice of Meeting.

Board Recommendation

*The Board unanimously recommends that shareholders vote **in favour** of the resolution in Item 2.*

3. Election and Re-election of Directors

Ms Donna Player is retiring by rotation in accordance with the Company's Constitution and the ASX Listing Rules. Ms Player is eligible to stand for re-election. Her qualifications, experience and expertise is set out below.

Ms Anne Loveridge AM was appointed by the Board after the last AGM and, in accordance with the Company's Constitution and the ASX Listing Rules, is offering herself for election as a Director of the Company. Her qualifications, experience and expertise is set out below.

Mr Lawrence Myers was appointed by the Board after the last AGM and, in accordance with the Company's Constitution and the ASX Listing Rules, is offering himself for election as a Director of the Company. His qualifications, experience and expertise is set out below.

In respect of Ms Loveridge and Mr Myer, the Company confirms that it has conducted appropriate checks into their background and experience.

The Board considers that each of Ms Player, Ms Loveridge and Mr Myer qualify as independent directors. The Board is not aware of any interest, position or relationship that might influence, or might reasonably be perceived to influence, each of Ms Player's, Ms Loveridge's or Mr Myer's capacity to bring independent judgement to bear on issues before the Board or otherwise act in the best interests of the Company as a whole.

Explanatory Notes

a) Ms Donna Player

Non-Executive Director

Qualifications: Bachelor of Arts and GAICD

Summary: Donna has over 35 years' experience in retail including senior executive positions in merchandising, planning and marketing with Big W and David Jones. Donna is currently a non-executive Director of Baby Bunting Group Limited and the Merchandise Director of Camilla Australia. Donna has a proven track record in developing and delivering retail strategy and business transformation. Donna was appointed as a Non-Executive Director in November 2017 and is a member of the People and Remuneration Committee.

Board Recommendation

*The Directors (with Ms Player abstaining) unanimously support the re-election of Ms Player and recommend that shareholders vote **in favour** of the resolution in Item 3(a).*

b) Ms Anne Loveridge AM

Non-Executive Director

Qualifications: BA Joint Honours (French & Economics) and Fellow of Chartered Accountants Australia and New Zealand

Summary: Anne has more than 30 years' experience in business as a partner at PwC and as a non-executive director of ASX listed companies. Anne is a qualified accountant (FCA). During her career as a senior executive and partner, Anne gained deep experience in business performance, client experience, stakeholder engagement, governance, and people and culture. This included a particular focus on business growth and change management, leadership development and succession, performance and reward frameworks and promoting increased diversity. Anne's experience as a non-executive director includes being appointed to the board of National Australia Bank, nib Holdings Limited, Platinum Asset Management and Destination NSW. Anne was appointed as a Non-Executive Director and Chair of the Audit and Risk Committee in November 2023.

Board Recommendation

*The Directors (with Ms Loveridge abstaining) unanimously support the re-election of Ms Loveridge and recommend that shareholders vote **in favour** of the resolution in Item 3(b).*

c) Mr Lawrence Myers

Non-Executive Director

Qualifications: Bachelor of Accountancy, Member of the Institute of Chartered Accountants in Australia and New Zealand, Fellow of the Taxation Institute of Australia and Member of National Tax and Accountants Association

Summary: Lawrence has deep consumer retail and advisory board experience, working with notable Australian retail brands such as Bec + Bridge, Cue Clothing Group and Industrie Clothing, and is the Deputy Chair of Breville Group Limited. With more than 20 years' experience as a practising Chartered Accountant, Lawrence is also the Managing Director and founder of high-end accounting firm MBP Advisory Pty Limited, a non-executive director of Regal Asian Investments Limited, VGI Partners Global Investments Limited and Foundation of the Board of Trustees of the Art Gallery of New South Wales. He was recently appointed as the Chief Executive Officer of Consolidated Press Holdings Pty Limited. Lawrence was appointed to the Board of Accent Group as a Non-Executive Director and member of the People and Remuneration Committee on 17 November 2023, and as Chair of the People and Remuneration Committee on 1 July 2024.

Board Recommendation

*The Directors (with Mr Myers abstaining) unanimously support the re-election of Mr Myers and recommend that shareholders vote **in favour** of the resolution in Item 3(c).*

4. Variations to the Tranche 6 and Tranche 7 performance rights

Background

The Company's performance rights plan (the **Performance Rights Plan**), which was last approved by shareholders at the Company's 2022 AGM for the purposes of Listing Rule 7.2, authorises the Board to grant performance rights to eligible employees.

Explanatory Notes

Since 2019, the Board has granted 3 tranches of performance rights to the Company's employees, being:

- the Tranche 5 performance rights (for the assessment period of FY21-FY24);
- the Tranche 6 performance rights (for the assessment period of FY22-FY25); and
- the Tranche 7 performance rights (for the assessment period of FY24-FY26).

In respect of these 3 tranches, the Board set a sliding scale performance condition, requiring the achievement of annual compounding diluted earnings per share ("EPS¹") growth over the relevant assessment period, as well as a retention condition, as summarised in the tables below.

As published in the Company's 2024 Remuneration Report (which is set out in the Company's 2024 Annual Report), the performance condition for the Tranche 5 performance rights was not met, and accordingly no rights vested.

It has become clear to the Board that the performance conditions for the Tranche 6 and Tranche 7 performance rights were set at an unrealistic level. The Board is concerned that any achievement of the Tranche 6 and Tranche 7 performance conditions is increasingly unlikely, and as such, that those tranches are no longer meeting their objectives of acting as an incentive to performance and retention. With consideration to the stated objectives of the Performance Rights Plan, the volatile profit results of the Company from FY21 to FY23 and the prevailing economic environment over the last 18 months, including high cost inflation and successive rises in interest rates, the Board has taken a view that both the base years off which the performance conditions for the Tranche 6 and Tranche 7 performance rights were set, and the increased annual compounding diluted EPS growth targets applied to the performance conditions for those performance rights, were overly ambitious and should be modified.

Under the rules governing the Performance Rights Plan (the **Plan Rules**), the Board has the discretion to amend the Plan Rules, including any performance conditions.

There are currently:

- 4,291,526 performance rights on issue under Tranche 6, of which 1,459,276 are held by KMP (including 1,018,100 by the Company's CEO Daniel Agostinelli); and
- 5,501,084 performance rights on issue under Tranche 7, of which 1,730,585 are held by KMP (including 1,225,831 by the Company's CEO Daniel Agostinelli).

Further details of the Tranche 6 and Tranche 7 performance rights are set out in the Company's 2024 Remuneration Report (which is set out in the Company's 2024 Annual Report).

Proposed actions

For the reasons set out in this Explanatory Statement, the Board is proposing to exercise its discretion to vary the performance conditions attaching to the Tranche 6 and Tranche 7 performance rights as follows:

- a. in respect of the Tranche 6 performance rights: to reset the base off which the performance condition is assessed to the FY19 EPS of 9.54 cents (with FY19 being, in the Board's view, the last uninterrupted and 'normal' trading year for the Company), and also to reduce the sliding scale 'threshold', 'target' and 'stretch' annual compounding diluted EPS growth target rates as follows (reflective of the sliding scale annual compounding diluted EPS growth target rates which applied for the Tranche 5 performance rights):

Tranche 6 performance rights (for the assessment period of FY22-FY25)

Performance condition

	Existing			Proposed		
	FY21 statutory diluted EPS (cents per share)	FY25 statutory diluted EPS (cents per share)	% annual compounding diluted EPS ² growth target rate	FY19 statutory diluted EPS (cents per share)	FY25 statutory diluted EPS (cents per share)	% annual compounding diluted EPS ³ growth target rate
Threshold	13.66	19.28	9%	9.54	15.14	8%
Target	13.66	20.74	11%	9.54	16.90	10%
Stretch	13.66	24.73	16%	9.54	22.07	15%

Retention condition

No change proposed Participant must be employed and not have resigned as at 1 September 2025

1 EPS refers to the Company's Diluted Earnings Per Share as detailed in Note 38 of the Company's 2024 Annual Report.
 2 Refer to footnote 1.
 3 Refer to footnote 1.

Explanatory Notes

- b. in respect of the Tranche 7 performance rights: to reset the base off which the performance condition is assessed to the FY19 EPS of 9.54 cents (with FY19 being, in the Board's view, the last uninterrupted and 'normal' trading year for the Company), and also to reduce the sliding scale 'threshold', 'target' and 'stretch' annual compounding diluted EPS growth target rates as follows (reflective of the sliding scale annual compounding diluted EPS growth target rates which applied for the Tranche 5 performance rights):

Tranche 7 performance rights (for the assessment period of FY23-FY26)

Performance condition

	Existing			Proposed		
	FY23 statutory diluted EPS (cents per share)	FY26 statutory diluted EPS (cents per share)	% annual compounding diluted EPS ⁴ growth target rate	FY19 statutory diluted EPS (cents per share)	FY26 statutory diluted EPS (cents per share)	% annual compounding diluted EPS ⁵ growth target rate
Threshold	15.62	20.23	9%	9.54	16.35	8%
Target	15.62	23.14	14%	9.54	18.59	10%
Stretch	15.62	25.66	18%	9.54	25.38	15%

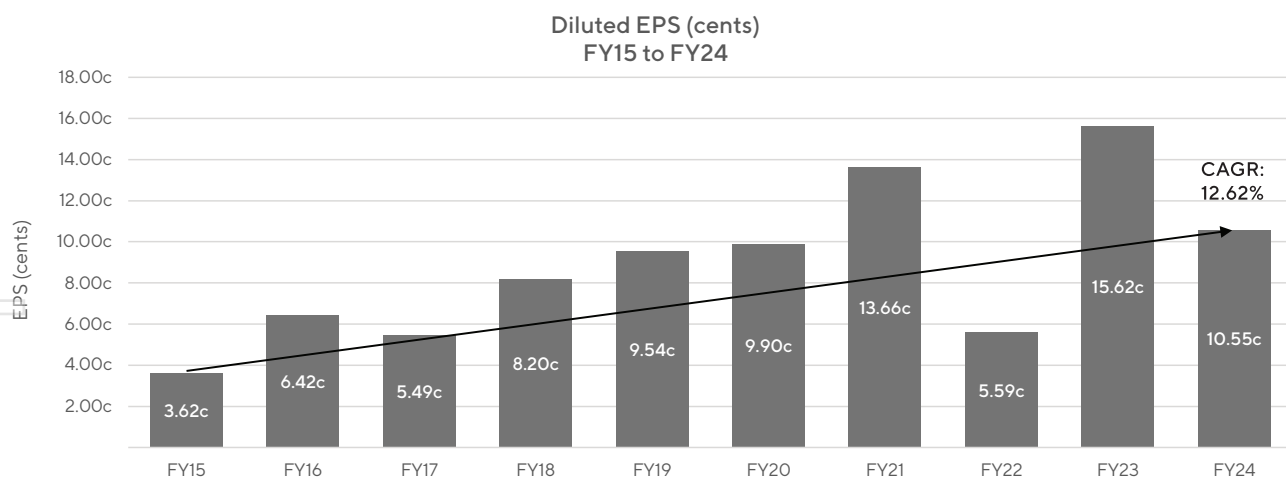
Retention condition

No change proposed Participant must be employed and not have resigned as at 1 September 2026

The reasons for the proposed actions are set out below.

Notwithstanding the fact that the Board intends (subject to shareholders approving the resolution in Item 4) to undertake the proposed actions, the Board still believes that a single metric performance condition, using EPS as the measure, to be the best approach for the delivery of the Company's LTI scheme. This is supported by the achieved earnings per share compound annual growth rate over the period from FY15 to FY24 which has been in excess of the target of 10% and during that time the Company's LTI has been based on EPS only, as shown in the table below.

FY15 to FY24 EPS CAGR table



⁴ Refer to footnote 1.

⁵ Refer to footnote 1.

Explanatory Notes

Reasons for the proposed actions

The Board considers that the last uninterrupted, “normal” trading year for the Company was FY19, being the last trading year without any COVID-19 pandemic impacts and other subsequent events (including 13 successive interest rate rises in 15 months since May 2022). Accordingly, the Board considers that using the Company’s FY19 performance as a base from which the performance condition for each of the Tranche 6 and Tranche 7 performance rights is to be assessed (on a compounding basis) sets a realistically challenging and principle based new benchmark for the Tranche 6 and Tranche 7 performance rights.

Similarly, the Board considers that returning the sliding scale annual compounding diluted EPS growth target rates to 8%, 10% and 15% as proposed is appropriate for the Tranche 6 and Tranche 7 performance rights, given the economic backdrop, and serves as an appropriate incentive to drive performance and retention and acceptable shareholder value growth. Importantly, it is noted that the proposed amendments vary the sliding scale annual compounding diluted EPS growth target rates to those which applied for the Tranche 5 performance rights, which were not met and did not vest. To illustrate the calculation the proposed EPS target for the Tranche 6 performance rights of 16.9 cents per share is calculated by compounding the FY19 statutory diluted EPS of 9.54 cents per share by 10% per annum over 6 years.

While the Board is conscious of aligning the performance conditions of the Tranche 6 and Tranche 7 performance rights to shareholder returns, it is also mindful that these performance rights must serve as a true incentive to drive retention for key talent employed by the Company, given that the talent pool serves as an important determinant of the Company’s performance in any year. As published in the Company’s 2024 Annual Report, the Company has delivered a commendable 10-year compounding total shareholder return of more than 20% to 30 June 2024. The Board therefore considers that realistically challenging goals (as opposed to those which would likely be unattainable) should be set to enhance retention of those executives responsible for delivering outstanding returns to shareholders. In this respect, the Board believes that varying the performance conditions for the Tranche 6 and Tranche 7 performance rights as proposed serves as a powerful retention incentive.

Therefore, in recognition of the long-lasting effects of the COVID-19 pandemic impact and resultant Australian economic environment on the Company’s business operations, which was beyond the reasonable control of management, the Board intends (subject to receipt of shareholder approval) to exercise its discretion under the Plan Rules to vary the performance conditions for the Tranche 6 and Tranche 7 performance rights as set out above.

The Tranche 6 and Tranche 7 performance rights will otherwise continue to be subject to all other relevant Plan Rules.

For the avoidance of doubt, it is noted that in respect of the Tranche 5 performance rights (which covered the assessment period of FY21-FY 24):

- as shareholders returns were not sufficient, the performance condition attaching to the Tranche 5 performance rights was not met and accordingly no Tranche 5 performance rights vested; and
- it is not proposed for any retrospective discretion to be applied for such Tranche 5 performance rights to become vested, and all Tranche 5 performance rights will remain lapsed and cancelled.

ASX waiver

Listing Rule 6.23.3 states that a change affecting options (which include performance rights) that has the effect of reducing the exercise price, increasing the period for exercise or increasing the number of securities received on exercise of that option cannot be made.

Listing Rule 6.23.4 further states that a change which is not prohibited under Listing Rule 6.23.3 can only be made if holders of ordinary securities approve the change.

The ASX has granted the Company a waiver from Listing Rule 6.23.3 to allow the Board to exercise its discretion to vary the performance conditions attaching to the Tranche 6 and Tranche 7 performance rights as described above provided that the Company obtains shareholder approval for such matters.

If the resolution in Item 4 is not passed, the Board will consider alternative remuneration arrangements which are consistent with the Company’s remuneration principles, while maintaining the competitiveness of its KMP’s and senior managers’ remuneration. This may include the payment of equivalent cash bonuses to relevant participants.

Board Recommendation

The Board (with Mr Agostinelli abstaining) unanimously recommends that shareholders vote in favour of the resolution in Item 4.

Explanatory Notes

5. Grant of Performance Rights to a related party, the Company's CEO and Executive Director, Mr Daniel Agostinelli

Background

Item 5 seeks shareholder approval to grant to Mr Daniel Agostinelli, the Company's CEO and Executive Director, 1,175,115 performance rights under the Company's Performance Rights Plan. A summary of the key terms of the Performance Rights Plan is set out in Schedule A.

The performance rights proposed to be granted to Mr Agostinelli entitle him to acquire up to a maximum of 1,175,115 fully paid ordinary shares in the Company ("**Shares**") at the end of the 3 year assessment period ending 27 June 2027.

The intent of the performance rights proposed to be granted Mr Agostinelli under this new 'Tranche 8' of performance rights is consistent with the previous performance right tranches that have been issued under the Company's LTI program, with the Board having set a long-term strategic objective of delivering shareholders a minimum 10% per annum compounding diluted earnings per share growth, whilst maintaining a healthy dividend payout ratio. The earnings per share percentage growth set for these Tranche 8 performance rights at target is 22.3%. This is at face value higher than the 10% objective and is reflective of the impact of the challenging economic conditions experienced in FY25 and the non-recurring impairment for Glue Store which resulted in an artificially deflated FY25 earnings per share base. In substance, the proposed compounding diluted earnings per share growth of 22.3% (at target) reflects a continuation of the Company's Performance Rights Plan's objective to drive at least 10% per annum compounding diluted earnings per share growth by normalising for the deflated FY25 base year. The chart on page 9 which shows the Company's EPS performance over the period FY15 to FY24 illustrates the deflated performance in FY25.

Specifically, if the relevant vesting conditions (as summarised below) are satisfied (or waived), the performance rights proposed to be granted to Mr Agostinelli will vest on a sliding scale as follows:

Annual compounding diluted EPS ⁶ growth target rate over the 3 year assessment period ending 27 June 2027	Number of Shares that Mr Agostinelli will acquire
Less than 20.8% per annum (below <i>threshold</i>)	Nil
20.8% per annum (at <i>threshold</i>)	391,706
20.8% – 22.3% per annum	Straight line pro rata between 391,706 and 783,410
22.3% per annum (at <i>target</i>)	783,410
22.3% – 26% per annum	Straight line pro rata between 783,410 and 1,175,115
26% or greater per annum (at <i>stretch</i>)	1,175,115

Any Shares acquired by Mr Agostinelli under this proposed Tranche 8 of the Performance Rights Plan (as proposed by Item 5) will also be subject to a 12-month escrow period and Mr Agostinelli will be restricted from dealing with the Shares until 1 September 2028.

A summary of Mr Agostinelli's existing and proposed new performance rights is as follows:

Tranche (grant date)	Last year of assessment period	Number of outstanding Performance Rights
Tranche 1 (11 Jan 2017)	FY19	Nil ¹
Tranche 2 (27 Dec 2017)	FY22	Nil ²
Tranche 4 (30 Nov 2019)	FY23	Nil ³
Tranche 5 (18 Nov 2020)	FY24	Nil ⁴
Tranche 6 (23 Nov 2021)	FY25	1,018,100
Tranche 7 (17 Nov 2023)	FY26	1,225,831
TOTAL (currently on issue)	N/A	2,243,931
Proposed Tranche 8 (as proposed by Item 5)	FY27	1,175,115
TOTAL (including Proposed Tranche 8)	N/A	3,419,046

1 Mr Agostinelli was granted 371,526 Tranche 1 performance rights, of which 319,512 vested and were exercised into Shares and 52,014 expired.

2 Mr Agostinelli was granted 5,500,000 Tranche 2 performance rights, all of which vested and were exercised into Shares.

3 Mr Agostinelli was granted 795,031 Tranche 3 performance rights, all of which vested and were exercised into Shares.

4 Mr Agostinelli was granted 1,222,930 Tranche 5 performance rights, all of which did not vest and expired.

6 Refer to footnote 1.

Explanatory Notes

Reasons for the new grant of performance rights

As noted above, the proposed grant of the Tranche 8 performance rights is a continuation of the series of grants of performance rights by the Board that commenced in 2017 in connection with the Company's LTI program. Specifically, commencing in 2017, Mr Agostinelli has been granted successive tranches of performance rights, as detailed above based on the long-term strategic objective set by the Board of delivering shareholders a minimum of 10% per annum compounding diluted earnings per share growth, whilst maintaining a healthy dividend payout ratio.

The Board periodically evaluates the effectiveness of the Company's LTI program and continues to consider the grant of performance rights under the Company's LTI program to be effective in achieving the stated objectives, given that the Performance Rights Plan has been successful in driving outstanding performance since its inception in FY17, with compounding diluted EPS growth per annum of around 10% achieved over the last seven years.

The maximum number of 1,175,115 performance rights proposed to be granted to Mr Agostinelli (at stretch) under Tranche 8 have a fair value of \$2,130,779 (as set out below). The number of performance rights has been determined based on 150% of Mr Agostinelli's FY24 total fixed remuneration, divided by the 10 trading day VWAP of the Company's Shares following the release of the Company's results for the financial year ended 30 June 2024 on Friday, 23 August 2024 (that 10 day VWAP being \$2.17).

The number of Shares that Mr Agostinelli will be entitled to acquire in respect of the Tranche 8 performance rights will depend on the Company's performance over the three-year assessment period to 27 June 2027 (unless otherwise waived by the Board). Should the **target** performance be achieved, Mr Agostinelli's Tranche 8 performance rights will vest and may be exercised into 783,410 Shares, being 100% of his FY24 total fixed remuneration (at the 10 day VWAP of \$2.17).

The Board highlights that long term annual compounding diluted earnings per share growth above 10% per annum is in the top quartile of historic performance for ASX200 and ASX300 companies over the last 10 years and accordingly, the Board believes that such is likely to be a strong proxy for top quartile company performance for comparable companies over the three-year period to 27 June 2027. Accordingly, the Board considers that the target compounding diluted earnings per share growth of 10% per annum continues to be an appropriate target for driving strong shareholder returns.

Vesting conditions

Subject to the terms of the Performance Rights Plan, the Tranche 8 performance rights proposed to be granted to Mr Agostinelli under Item 5 will be subject to the following vesting conditions (which must be satisfied or waived by the Board):

- Performance condition:** The performance rights will vest according to a sliding scale based on the achievement of annual compounding diluted EPS growth over the three-year assessment period to 27 June 2027 as set out below. This performance condition will be measured on a statutory post AASB-16 basis with the reference diluted EPS for the base year being 10.55 cents per share. The required FY27 EPS for this performance condition to be satisfied is as follows:

	FY24 statutory diluted EPS (cents per share)	FY27 statutory diluted EPS (cents per share)	% annual compounding diluted EPS growth target rate
Threshold	10.55	18.59	20.8%
Target	10.55	19.29	22.3%
Stretch	10.55	21.08	26%

It is important to note that statutory diluted EPS takes into account the Company's statutory net profit, including the cost of the Performance Rights Plan and the dilutive impact of the performance rights that are expected to convert into Shares.

- Retention condition:** The second condition is that Mr Agostinelli must be continuously employed by the Company or any of its subsidiaries (the "Group") for the period to 1 September 2027 and must not have resigned as an employee by that date.

The Performance Rights Plan also contains standard malus provisions giving the Board the ability to clawback any unfair benefits received by a participant where a performance right has vested or may vest (including during the 12-month escrow period described below) as a result of the fraud, dishonesty, breach of obligations or knowing material misstatement of financial statements by the participant or by any other employee of the Group. These provisions allow the Board to (among other things) determine that a Share acquired after satisfaction of the vesting conditions will be forfeited in the circumstances set out above, in which case that Share may be bought back and cancelled for nominal consideration.

In addition to the above vesting conditions, all Shares issued to Mr Agostinelli on exercise of the performance rights for which approval is being sought under this Item 5 will also be subject to an escrow arrangement under which Mr Agostinelli will be restricted from dealing with the Shares until 1 September 2028. There are limited circumstances in which the Shares may be released from escrow prior to 1 September 2028.

Accordingly, the Board believes that the vesting conditions attaching to the proposed Tranche 8 performance rights and the corresponding escrow arrangements provide a powerful incentive for Mr Agostinelli to continue to drive long term value creation for the Company's shareholders and deliver the targeted performance outcomes set by the Board.

Explanatory Notes

The Board continues to be of the view that earnings per share growth is the most appropriate performance condition for the Company's long term remuneration strategy, being a widely used and well understood indicator of company performance and a long-term driver of shareholder value creation through the link to share price and dividend growth. Earnings per share growth represents a transparent and well understood metric for both shareholders and management that is not subject to market outcomes but rather is a direct outcome of the strategic and operational efforts of the management team over time. Earnings per share also incorporates all the aspects of a Company's financial performance that are within management's control.

The Board considered the inclusion of additional performance conditions (such as total shareholder return, as had been used in previous tranches under the Performance Rights Plan), but management feedback has consistently been that such additional conditions are complex to calculate and therefore do not act as an effective management incentive. By contrast, the Company has achieved superior performance while earnings per share growth has been the sole performance condition under the Company's long-term remuneration plan. The Board has therefore determined that continuing annual compound EPS growth as the sole performance condition is both appropriate and in the best interests of the Company's shareholders.

Shareholder approval – ASX Listing Rules

ASX Listing Rule 10.14 requires shareholders to approve the proposed grant of performance rights under Item 5 to Mr Agostinelli, being a related party of the Company as the Company's CEO and an Executive Director.

If approval is given for the grant of the performance rights under ASX Listing Rule 10.14, approval is not required for the allocation and issue of Shares on vesting and exercise of any such performance rights under ASX Listing Rule 7.1, and separate approval is not required under ASX Listing Rule 10.11 (which provides a general restriction against issuing securities to directors without shareholder approval).

If the resolution in Item 5 is not passed, the Board will need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, while maintaining the competitiveness of Mr Agostinelli's remuneration. This might include a cash payment to Mr Agostinelli at the end of the three-year assessment period equivalent in value to the performance rights he would have received had shareholder approval been obtained.

Information required by ASX Listing Rule 10.15

For the purposes of ASX Listing Rule 10.15, the following additional information is provided to shareholders in relation to Item 5:

Information	Disclosure
The number and class of securities proposed to be issued	1,175,115 performance rights that will entitle Mr Agostinelli to acquire up to a maximum of 1,175,115 Shares if the stretch target of 21.08 cents per share is achieved or waived (and such other conditions attaching to the performance rights are satisfied or waived in accordance with the terms of the Performance Rights Plan).
Details of the Director's current total remuneration package	<p>Mr Agostinelli's total current remuneration package is comprised of the following:</p> <ul style="list-style-type: none">– Total fixed remuneration (inclusive of superannuation and leave benefits) of \$1,700,000;– Short term cash incentives with a maximum opportunity of up to \$1,700,000; and– Long term share-based incentives, including all performance rights received prior to the date of the Meeting, and the performance rights for which approval is being sought under Item 5 which, as at the date of this Notice, have an estimated fair value of \$2,130,779 (if the stretch target of 21.08 cents per share is achieved over the three-year assessment period ending 27 June 2027). <p>Further details of Mr Agostinelli's remuneration package are set out in the Remuneration Report in the Company's 2024 Annual Report.</p>
The number of securities that have previously been issued to the Director under the Performance Rights Plan	<p>Mr Agostinelli has previously received 10,133,418 performance rights, of which 6,614,543 have vested and been exercised into 6,614,543 Shares and 1,274,944 have expired (such vested and expired performance rights comprised Mr Agostinelli's Tranche 1, 2, 4, and 5 performance rights). Mr Agostinelli has 2,243,931 performance rights currently on issue (such performance rights comprising Mr Agostinelli's Tranche 6 and Tranche 7 performance rights, the subject of the resolution proposed in Item 4).</p> <p>These performance rights were all granted for no cash consideration following shareholder approval at the Company's relevant AGMs.</p>

Explanatory Notes

Details of the performance rights	<p>A summary of the key terms of the Performance Rights Plan is contained in Schedule A and further details of the relevant vesting conditions are set out above.</p> <p>The Board has determined to grant performance rights to Mr Agostinelli because the performance rights link the ultimate value of the benefit provided to Mr Agostinelli to the continued growth of the Company and therefore provides an incentive for Mr Agostinelli to ensure the Company continues to deliver superior and sustainable growth in shareholder value.</p> <p>The Company has valued the performance rights using a Black-Scholes option pricing model, based on the following assumptions:</p> <ul style="list-style-type: none">- share price of \$2.17⁷;- risk-free rate of 4.35%;- dividend yield of 5.99%;- volatility factor of 25.00%; and- time to maturity of 3 years. <p>As set out above, as at the date of this Notice, the Tranche 8 performance rights have an estimated fair value of up to \$2,130,779 (if the stretch target of 21.08 cents per share is achieved).</p>
The date(s) on or by which the Company will issue the performance rights to the Director	<p>If Item 5 is approved by shareholders, the Board intends to grant the performance rights to Mr Agostinelli as soon as practicable after the AGM, but in any event no later than 12 months after the AGM.</p>
The price at which the Company will issue the performance rights to the Director	<p>The performance rights will be granted for no cash consideration. In addition, once vested, the Performance Rights become immediately exercisable. Following exercise of the performance rights, the Company must either issue the number of Shares for every performance right exercised based on the sliding scale of vesting described above or pay an equivalent cash amount in accordance with the terms of the Performance Rights Plan. The Shares will be issued for no cash consideration and will be subject to the 12-month escrow arrangements described above.</p>

The Company advises that no loan will be made by the Company to Mr Agostinelli in relation to the acquisition of the performance rights or any Shares resulting from the exercise of the performance rights.

Details of any performance rights issued under the Performance Rights Plan will be published in the Annual Report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of performance rights under the Performance Rights Plan after the resolution in Item 5 is approved and who were not named in this Notice will not participate until approval is obtained under that rule.

A voting exclusion statement is included in the Notice.

Corporations Act - Acceleration of vesting

Part 2D.2, Division 2 of the Corporations Act provides that a listed company must not permit a person in a managerial or executive office (including a director) to receive a benefit in connection with their retirement or removal from office or employment ("**Termination Benefit**"), except with respect to certain statutory exceptions, over the applicable 'base salary amount' without shareholder approval.

Under the Performance Rights Plan, where a participant ceases to be an employee of an entity of the Group, all unvested Performance Rights held by that participant will lapse. However, in such circumstances, the Board has the discretion to otherwise determine how performance rights are to be treated. For example, where the reason for that participant ceasing employment is because of death, total and permanent disability, retirement or redundancy (as determined by the Board) or any other reason with the approval of the Board, the Board may determine that some or all of the performance rights held by that participant do not lapse. In addition, in the event of a "Change of Control Event" (which includes a takeover, scheme of arrangement or winding-up of the Company), in respect of a participant's unvested performance rights: (i) such performance rights shall automatically and immediately vest from the date of the event in the proportion that the Company's share price has increased since the date of grant of the performance rights; and (ii) the Board may determine that all or a specified number of the participant's remaining unvested performance rights automatically and immediately vest.

⁷ Being the 10-day VWAP following Friday, 23 August 2024, being the date on which the Company released its results for the financial year ended 30 June 2024.

Explanatory Notes

The Board has formed the view that should the performance rights of Mr Agostinelli not automatically lapse on cessation of employment, the value of the performance rights provided to him may be considered a Termination Benefit. Similarly, in the event that the performance rights granted to Mr Agostinelli vest on a "Change of Control Event", the value of the performance rights provided may be considered a Termination Benefit (particularly if he is no longer employed by the Company after the relevant "Change of Control Event"). Accordingly, shareholder approval is being sought for any such benefit which Mr Agostinelli may receive under the Performance Rights Plan.

If shareholders approve the resolution in Item 5, the maximum number of performance rights that may vest upon the retirement or removal from office of Mr Agostinelli under the Performance Rights Plan will be the number of performance rights granted to him under Item 5 as detailed above (plus the number of performance rights previously granted to him). However, the actual number of performance rights that may vest upon retirement or removal from office will depend on a range of factors. Accordingly, the precise value of the affected performance rights cannot be ascertained at this time. Matters, events and circumstances that will, or are likely to, affect the calculation of that value include the following:

- the number of unvested performance rights held by Mr Agostinelli prior to the cessation of engagement/employment;
- the extent to which the relevant performance conditions attaching to the performance rights before they vest and are exercisable are met at the time;
- the period that has elapsed at that time since the effective grant of the performance rights;
- the reasons for cessation of engagement/employment;
- the number of performance rights that vest; and
- the Company's share price at the date of vesting.

The Company will calculate the value of the performance rights on the basis of the prevailing Share price of the Company at the time.

Board Recommendation

The Directors (with Mr Agostinelli abstaining), unanimously recommend that Shareholders vote in favour of the resolution in Item 5.

Schedule A - Summary of key terms of the Performance Rights Plan

Objects	The objects of the Performance Rights Plan are to: <ul style="list-style-type: none">a. align the interests of employees of the Group with those of shareholders;b. provide employees of the Group who are considered to be key to the future success of the Company with the opportunity to receive Shares in order to reward, and retain the services of, those persons; andc. recognise employees of the Group for their contribution to the future success of the Company.
Eligibility and grant of Performance Rights	The Board may, from time to time, grant Performance Rights to an Eligible Person (as defined below) upon the terms set out in the Performance Rights Plan and upon such additional terms and conditions, including any Performance Conditions, as the Board determines (which may include granting Performance Rights in tranches). The Board may only grant Performance Rights where an Eligible Person continues to satisfy any relevant conditions imposed by the Board (which may include that the Eligible Person continues to be an employee and/or Director (as applicable) of an entity of the Group at the relevant time).

Explanatory Notes

Performance Rights	<p>Unless the Board determines otherwise:</p> <ol style="list-style-type: none">a. each Performance Right generally entitles its holder, upon vesting and exercise of that Performance Right, to either:<ol style="list-style-type: none">i. one ordinary share in the capital of the Company (“Share”), which may be provided by way of the issue of a new Share or transfer of an existing Share (a “Performance Share”); orii. a cash amount equal to the volume weighted average price of the Company’s Shares on the ASX at close of trading of the ASX over the 10 trading days up to and including the date that the Performance Right vested;b. no payment is required for the grant of a Performance Right;c. each Performance Right is unlisted and will not be quoted on the ASX; andd. Performance Rights do not confer on the holder any entitlement to any dividends or other distributions by the Company or any right to attend or vote at any general meeting of the Company.
Eligible Persons	<p>An Eligible Person means an employee of any entity of the Group who the Board determines to be eligible to participate in the Performance Rights Plan. An Eligible Person may include an executive Director of the Company, but may not include a non-executive Director of the Company.</p>
Performance Conditions	<p>A Performance Condition is any condition determined by the Board which must be satisfied or circumstances which must exist before a Performance Right vests and a person who holds a Performance Right can, if they so determine, exercise the Performance Right (“Performance Condition”).</p>
Vesting of Performance Rights	<p>A Performance Right will not vest unless:</p> <ol style="list-style-type: none">a. the Performance Conditions attaching to the Performance Right have been satisfied or have otherwise been waived by the Board in its absolute discretion; orb. the Board otherwise determines in accordance with the terms of the Performance Rights Plan (which includes in the event of a takeover, scheme of arrangement or winding-up of the Company as summarised below).
Lapsing of Performance Rights (including malus)	<p>An unvested Performance Right will lapse in various prescribed circumstances, unless the Board determines otherwise. Such circumstances include:</p> <ol style="list-style-type: none">a. the circumstances specified by the Board on or before the grant of the Performance Right;b. if a participant ceases to be, or resigns from their position as, an employee of an entity of the Group for any reason or they cease to satisfy any other relevant conditions imposed by the Board at the time of the grant of the Performance Rights;c. failure to meet the Performance Conditions attaching to the Performance Right or any Performance Conditions no longer, in the opinion of the Board, being capable of being satisfied in accordance with their terms; andd. if, in the opinion of the Board, a participant acts fraudulently or dishonestly, is in breach of their material duties or obligations to any entity of the Group, has committed an act of harassment or discrimination or has done any act which has brought the Group or any entity of the Group into disrepute (this may also apply to any vested and unexercised Performance Rights of the Participant).

Explanatory Notes

Unfair Performance Right benefits (clawback)

Under the Performance Rights Plan, the Board has certain rights to clawback any unfair benefits received by a participant where a Performance Right has vested (or may vest) or a Performance Share has been issued as a result of the fraud, dishonesty, breach of obligations or knowing material misstatement of financial statements by the participant or by any other employee of the Group. Such rights include the right to determine that the Performance Right has not vested (or will not vest) and/or to determine any treatment in relation to the Performance Right (including resetting Conditions and/or new Performance Rights be granted) and/or any benefit obtained by the participant from the exercise of the Performance Right (including deeming Performance Shares to be forfeited and bought back and cancelled for nominal consideration and/or demanding that the participant repays to the Company any such benefit).

Trading of Performance Rights

Each Performance Right cannot be traded other than with the prior written consent of the Board or by force of law upon death of the holder of the Performance Right (and then only to the holder's legal personal representative) or if the holder of the Performance Right becomes bankrupt (and then only to the holder's trustee in bankruptcy). Any attempt to trade the Performance Right by the participant other than the reasons described will result in the immediate lapsing of the Performance Right (unless the Board determines otherwise).

Exercise of Performance Rights

The exercise of a Performance Right is conditional upon the Performance Right having vested. If a Performance Right has vested, the holder of the Performance Right is entitled, in accordance with the exercise procedure set out in the Performance Rights Plan, to require the Company to either (at the absolute discretion of the Board):

- a. issue to, or procure the transfer to, them (or their personal representative) the number of Shares to which they are entitled from the exercise of the Performance Right; or
- b. pay them a cash payment equal to the number of Performance Shares to which they are entitled from the exercise of the Performance Right multiplied by the volume weighted average price of the Company's Shares on the ASX at close of trading of the ASX over the 10 trading days up to and including the date the Performance Right vested.

Unless otherwise specified in an offer letter, any vested Performance Rights must be exercised within 60 days from the date on which the Participant is notified that the Performance Rights have vested.

Capital Reorganisation

If Shares are issued pro rata to the shareholders generally by way of bonus issue (other than an issue in lieu of dividends or by way of dividend reinvestment) involving capitalisation of reserves or distributable profit or any reorganisation (including consolidation, subdivision, reduction or return) of the issued capital of the Company is effected, the number of Performance Rights to which each participant is entitled, or any amount payable on exercise of the Performance Rights, or both as appropriate, will be adjusted in the manner determined by the Board to ensure that no advantage or disadvantage accrues to the participant as a result of such corporate actions (subject to compliance with the ASX Listing Rules applying to a reorganisation of capital at the time of the reorganisation).

Explanatory Notes

Takeover, Scheme of Arrangement and Winding-up

In the event of the occurrence of any one of the “Change of Control Events” described below, the following occurs:

- a. in respect of a participant’s unvested Performance Rights:
 - i. such Performance Rights shall automatically and immediately vest from the date of the event in the proportion that the Company’s share price has increased since the date of grant of the Performance Rights;
 - ii. the Board may determine that all or a specified number of the participant’s remaining unvested Performance Rights automatically and immediately vest; and
 - iii. all other unvested Performance Rights of the participant will automatically and immediately lapse; and
- b. in respect of a participant’s vested and unexpired Performance Rights, such Performance Rights shall automatically be deemed to have been exercised by the participant.

The “Change of Control Events” are as follows:

- a. a takeover bid (as defined in the Corporations Act) where the bidder and/or its associates acquire a relevant interest in more than 50% of the voting Shares of the Company;
- b. a Court orders a meeting to be held in relation to a proposed compromise or arrangement for the purposes of or in connection with a scheme for the reconstruction of the Company or its amalgamation with any other company or companies;
- c. any person becomes bound or entitled to acquire Shares in the Company under section 414 of the Corporations Act or Chapter 6A of the Corporations Act;
- d. any merger, consolidation or amalgamation involving the Company occurs or is proposed where the Board determines that the relevant circumstances constitute a change in control of the Company;
- e. the Company or any other entity of the Group enters into an agreement or agreements to sell, in aggregate, a majority in value of the business or assets of the Group to a person or persons that are not entities of the Group;
- f. the Company passes a resolution for voluntary winding up; or
- g. an order is made for the compulsory winding up of the Company.

Shares issued under the Performance Rights Plan

Any Shares issued under the Performance Rights Plan upon vesting and exercise of a Performance Right will rank equally in all respects with other Shares for the time being on issue except as regards to any rights attaching to such Shares by reference to a record date prior to the date of their issue. The Company will apply for quotation of Shares issued under the Performance Rights Plan.

The Shares will not be subject to any transfer restrictions unless otherwise determined by the Board.

Plan Trustee

The Company may, at the sole discretion of the Board, determine that any Performance Shares be acquired by a plan trustee and then, from time to time, transferred to a participant. The Company may determine and conclude agreements with the plan trustee, and enforce or prosecute any rights and obligations under such agreements, without reference or recourse to a participant under the Performance Rights Plan.

Explanatory Notes

Other

- a. The Board may at any time by resolution amend all or any of the provisions of the Performance Rights Plan, provided that such amendment is in compliance with the ASX Listing Rules and provided that no amendment is made to the terms of any granted Performance Right without the prior written consent of the participant if that amendment reduces the rights of the participant in respect of that Performance Right, other than an amendment introduced primarily for the purposes of complying with present or future legislation, to correct a manifest error or mistake, to benefit the administration of the Performance Rights Plan or to take into consideration possible adverse tax implications.
 - b. The Board may terminate or suspend the Performance Rights Plan at any time, provided that such termination or suspension does not materially adversely affect the then existing rights of participants.
 - c. The Board may waive in whole or in part any terms or conditions (including any Performance Condition) in relation to any Performance Rights granted under the Performance Rights Plan.
 - d. Subject to the above, the Board may vary or amend any terms or conditions (including any Performance Condition) in relation to any Performance Rights granted under the Performance Rights Plan.
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Group

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ABN 85 108 096 251

AX1

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

Need assistance?



Phone:

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



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **10:00am (AEDT) on Tuesday, 19 November 2024.**

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:

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Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

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.

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

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



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Voting Form

Please mark to indicate your directions

Step 1 Indicate How Your Vote Will Be Cast *Select one option only*

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At the Annual General Meeting of Accent Group Limited to be held at Accent Group Limited, 2/64 Balmain Street, Cremorne, VIC 3121 and as a virtual meeting on Thursday, 21 November 2024 at 10:00am (AEDT) and at any adjournment or postponement of that meeting, I/We being member/s of Accent Group Limited direct the following:

A **Vote Directly** Record my/our votes strictly in accordance with directions in Step 2. **PLEASE NOTE:** A Direct Vote will take priority over the appointment of a Proxy. For a valid Direct Vote to be recorded you must mark FOR, AGAINST, or ABSTAIN on each item.

OR

B **Appoint a proxy to vote on your behalf** I/We 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).

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on **Items 2, 4a, 4b and 5** (except where I/we have indicated a different voting intention in step 2) even though **Items 2, 4a, 4b and 5** are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on **Items 2, 4a, 4b and 5** by marking the appropriate box in step 2.

Step 2 Items of Business

PLEASE NOTE: If you have appointed a proxy and 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. If you are directly voting and you mark the **Abstain** box for an item, it will be treated as though no vote has been cast on that item and no vote will be counted in computing the required majority.

	For	Against	Abstain
Item 2 Adoption of the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3a Re-Election of Ms Donna Player as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3b Election of Ms Anne Loveridge as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3c Election of Mr Lawrence Myers as a Director of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4a Variations to the Tranche 6 performance rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4b Variations to the Tranche 7 performance rights	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Grant of performance rights to a related party, the Company's CEO and Executive Director, Mr Daniel Agostinelli	<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

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Computershare



Accent Group

ABN 85 108 096 251

AX1RM

MR RETURN SAMPLE
123 SAMPLE STREET
SAMPLE SURBURB
SAMPLETOWN VIC 3030

Dear Securityholder,

We have been trying to contact you in connection with your securityholding in Accent Group Limited. Unfortunately, our correspondence has been returned to us marked "Unknown at the current address". For security reasons we have flagged this against your securityholding which will exclude you from future mailings, other than notices of meeting.

Please note if you have previously elected to receive a hard copy Annual Report (including the financial report, directors' report and auditor's report) the dispatch of that report to you has been suspended but will be resumed on receipt of instructions from you to do so.

We value you as a securityholder and request that you supply your current address so that we can keep you informed about our Company. Where the correspondence has been returned to us in error we request that you advise us of this so that we may correct our records.

You are requested to include the following;

- > Securityholder Reference Number (SRN);
- > ASX trading code;
- > Name of company in which security is held;
- > Old address; and
- > New address.

Please ensure that the notification is signed by all holders and forwarded to our Share Registry at:

Computershare Investor Services Pty Limited
GPO Box 2975
Melbourne Victoria 3001
Australia

Note: If your holding is sponsored within the CHESS environment you need to advise your sponsoring participant (in most cases this would be your broker) of your change of address so that your records with CHESS are also updated.

Yours sincerely

Accent Group Limited