



## Top Shelf International Holdings Ltd

**Principal Place of Business:**  
**16-18 National Boulevard**  
**Campbellfield**  
**Victoria**  
**Australia 3061**  
12 November 2021

ASX Announcement (ASX:TSI)

## NOTICE OF ANNUAL GENERAL MEETING

### Including Explanatory Notes

**TAKE NOTICE** that the Annual General Meeting of Shareholders of the Company will be held at the time, date and place specified below:

**Time: 10.00am (AEDT)**

**Date: Tuesday 14 December 2021**

**Place: Online via <https://web.lumiagm.com/386-669-116>**

The attached Notice of Meeting (including explanatory notes) (**Notice**) provides details of the items of business to be considered by Shareholders.

Shareholders are encouraged to attend or, if unable to attend, to vote on the motions proposed by appointing a proxy or using any other means included in the notice of meeting.

This announcement was authorised for release by the Board of Directors.

– ENDS –

**For further information, please contact:**

#### **Company Enquiries**

Kim Graves, Company Secretary  
Top Shelf International Holdings Ltd  
[kim@topshelfgroup.com.au](mailto:kim@topshelfgroup.com.au)

#### **About Top Shelf**

Top Shelf International is a Melbourne based distiller and marketer of premium Australian spirits, with distinctive brands in NED Australian Whisky and Grainshaker Hand Made Australian Vodka. The Company has a track record of success creating high quality, premium Australian products and brands; each in its own way encapsulating a distinctive Aussie attitude, social experience and flavour profile.

The Company has expertise in the development and production of distilled spirits, undertakes a significant level research and development and operates modern fermentation, distillation and packaging facilities in Campbellfield, Victoria.

The Company is creating Australia's first agave spirit range and is developing an Agave farm in The Whitsundays region of Queensland specifically chosen for the suitability of its climate for growing blue agave. In development of the farm the Company has committed to the application of up-to-date and innovative horticultural practices.

In addition to distilling and manufacturing its own portfolio of spirit brands, Top Shelf also provides canning, bottling and packaging services to a range of customer.



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**TOP SHELF INTERNATIONAL HOLDINGS LTD**  
**ABN 22 164 175 535**

## **NOTICE OF ANNUAL GENERAL MEETING**

### **Including Explanatory Notes**

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**Time:** 10.00am (AEDT)

**Date:** Tuesday 14 December 2021

**Place:** Online via <https://web.lumiagm.com/386-669-116>

**Meeting ID:** 386-669-116

Shareholders can simultaneously view or listen to the webinar online. Details on how to log into the webinar will be provided on the Lumi information page once you have registered.

**This Notice of Meeting 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 professional advisors prior to voting.**

# AGENDA

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## ORDINARY BUSINESS

### Financial Statements and Reports

To receive the Financial Statements, Directors' Report and Auditor's Report for the Company and its controlled entities for the year ended 30 June 2021.

Note: There is no requirement for Shareholders to approve these reports.

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### Resolution 1 Adoption of Remuneration Report

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

"That, for the purposes of section 250R(2) of the *Corporations Act 2001* (Cth) and for all other purposes, the Remuneration Report contained in the Company's Annual Report for the financial year ended 30 June 2021 be adopted."

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

The Chair intends to vote all undirected proxies in favour of this Resolution.

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast on resolution 1:

- by or on behalf of a member of the Company's Key Management Personnel (**KMP**) whose remuneration is disclosed in the Company's Remuneration Report (and their closely related parties) in any capacity; and
- as proxy by a person who is a member of the KMP at the date of the meeting (and their closely related parties),

unless the vote is cast as proxy for a person entitled to vote on resolution 1:

- in accordance with a direction as to how to vote provided by that person; or
- by the Chair of the Meeting where the Chair of the Meeting has received express authority from that person to vote undirected proxies as the Chair sees fit even though resolution 1 is connected with the remuneration of the KMP.

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### Resolution 2 Election of Director – Adem Karafili

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

"That Adem Karafili having retired from his office of director of the Company pursuant to Rule 8.1(f) of the Constitution and being eligible, having offered himself for re-election, be re-elected as a Director of the Company"

The Chair intends to vote all undirected proxies in favour of this Resolution.

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### Resolution 3 Approval of grant of Securities to CEO and Director – Drew Fairchild

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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, approval is given for the issue of 558,644 Premium Priced Options to Drew Fairchild, Chief Executive Officer and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum."

The Chair intends to vote all undirected proxies in favour of this Resolution.

#### **Voting Exclusion Statement:**

The Company will disregard any votes cast on this Resolution as a proxy by or on behalf of:

- any Director of the Company who is eligible to participate in the Long Term Incentive Plan and any of their Associates (regardless of the capacity in which the vote is cast); and
- any member of the Key Management Personnel or a Closely Related Party of such a member acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting which expressly authorises the Chair to vote on this Resolution as the Chair 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 on this Resolution and is not an Associate of a person excluded from voting on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### **Resolution 4      Approval of grant of Securities to the Executive Chairman and Director – Adem Karafili**

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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, approval is given for the issue of 439,779 Premium Priced Options to Adem Karafili, Executive Chairman and Executive Director of the Company, on the terms and conditions set out in the Explanatory Memorandum.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

***Voting Exclusion Statement:***

The Company will disregard any votes cast on this Resolution as a proxy by or on behalf of:

- any Director of the Company who is eligible to participate in the Long Term Incentive Plan and any of their Associates (regardless of the capacity in which the vote is cast); and
- any member of the Key Management Personnel or a Closely Related Party of such a member acting as proxy if their appointment does not specify the way the proxy is to vote on this Resolution.

However, the Company need not disregard a vote cast in favour of this Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting which expressly authorises the Chair to vote on this Resolution as the Chair 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 on this Resolution and is not an Associate of a person excluded from voting on this Resolution; and
  - the holder votes on this Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

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#### **Resolution 5      Ratification of prior issue – June 2021 Option Issue**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the prior issue and allotment of options on 29 June 2021, pursuant to the terms and conditions of the Company’s Long Term Incentive Plan Rules, comprising:

- 926,095 Start-Up Options (options exercisable at \$2.026 expiring on various dates); and
- 2,673,268 Premium Priced Options (options exercisable at \$3.445 expiring on various dates),

is ratified.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

***Voting Exclusion Statement:***

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the June 2021 Option Issue or any Associate of those persons. However, the Company need not disregard a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, 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 this Resolution; and
  - the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

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#### **Resolution 6      Ratification of prior issue – Placement**

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

“That, for the purposes of Listing Rule 7.4 and for all other purposes, the prior issue and allotment of 5,838,520 Shares on 28 October 2021, pursuant to the institutional placement announced by the Company on 20 October 2021, is ratified.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

***Voting Exclusion Statement:***

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who participated in the Placement or any Associate of those persons. However, the Company need not disregard a vote cast in favour of the Resolution by:

- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or
- a holder acting solely in a nominee, trustee, 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 this Resolution; and
  - the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

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#### **Resolution 7      Approval of Additional 10% Placement Capacity**

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

“That, for the purposes of Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue Equity Securities of up to 10% of the total issued share capital of the Company (at the time of issue or agreement to issue) calculated in accordance with the formula prescribed by Listing Rule 7.1A.2 over a 12-month period and otherwise on the terms and conditions set out in the Explanatory Memorandum.”

The Chair intends to vote all undirected proxies in favour of this Resolution.

***Voting Exclusion Statement:***

The Company will disregard any votes cast in favour of this Resolution by or on behalf of any person who is expected to participate in, or who will obtain a material benefit as a result of, the proposed issue (except a benefit solely by reason of being a holder of Shares in the Company) or any Associate of those persons. However, the Company need not disregard a vote cast in favour of the Resolution by:

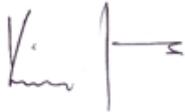
- a person as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with the directions given to the proxy or attorney to vote on this Resolution in that way; or
- the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on this Resolution, in accordance with a direction given to the Chair of the Meeting to vote on this Resolution as the Chair decides; or

- a holder acting solely in a nominee, trustee, 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 this Resolution; and
  - the holder votes on this Resolution in accordance with the directions given by the beneficiary to the holder to vote in that way.

Note: in accordance with Listing Rule 14.11.1, as at the date of this Notice of Annual General Meeting, it is not known who may participate in the proposed issue (if any). On that basis, no Shareholders are currently excluded.

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**BY ORDER OF THE BOARD**

A handwritten signature in blue ink, appearing to read 'Kim Graves', with a horizontal line extending to the right.

**Kim Graves**  
**Company Secretary**

**12 November 2021**

## NOTES

### 1. Explanatory Memorandum

The Explanatory Memorandum and the annexure accompanying this Notice of Annual General Meeting are incorporated in and comprise part of this Notice of Annual General Meeting and should be read in conjunction with this Notice of Annual General Meeting.

### 2. Who may vote

In accordance with Regulation 7.11.37 of the Corporations Regulations, the Company (as convenor of the Meeting) has determined that a person's entitlement to attend and vote at the Meeting will be those persons set out in the register of Shareholders as at 7.00pm (AEDT) on Sunday 12 December 2021. This means that any Shareholder registered at 7.00pm (AEDT) on Sunday 12 December 2021 is entitled to attend and vote at the Meeting subject to any applicable voting exclusion.

### 3. Participation at the AGM

The Annual General Meeting will be a fully virtual meeting. This means there will not be a physical venue for you to attend.

The Company urges all Shareholders to utilise the online facilities offered. Shareholders will be able to view the live web cast of the meeting, vote online in real time and ask Directors questions online. To do this, Shareholders will need a computer or mobile/tablet device with internet access.

Shareholders participating in the Meeting using the online platform will be able to cast direct votes between the commencement of the Meeting at 10.00 a.m. (AEDT) Tuesday, 14 December 2021 and the closure of voting as announced by the Chair during the Meeting.

More information regarding online participation at the Meeting (including how to vote and ask questions online during the Meeting) is available in the User Guide. The User Guide is attached to this Notice of Meeting, will be lodged with the ASX and will be available from our website.

### 4. Technical Difficulties

Technical difficulties may arise during the course of the Annual General Meeting. The Chair has discretion as to whether and how the meeting should proceed in the event that a technical difficulty arises.

In exercising discretion, the Chair will have regard to the number of shareholders impacted and the extent to which participation in the business of the meeting is affected. Where the Chair considers it appropriate, the Chair may continue to hold the meeting and transact business, including conducting a poll and voting in accordance with valid proxy instructions.

For this reason, shareholders are encouraged to lodge their proxy by 10:00 am (AEDT) on Sunday 12 December 2021 even if they plan to participate in person or online.

### 5. Proxies

If you do not plan to attend the Meeting through the online platform or even if you do propose to attend through the online platform, you are encouraged to complete and return the Proxy Form which accompanies this Notice of Meeting.

A Shareholder entitled to attend this Meeting and vote, is entitled to appoint a proxy to attend and vote on behalf of that Shareholder at the Meeting.

- (a) A proxy need not be a Shareholder of the Company.
- (b) If the Shareholder is entitled to cast two or more votes at the Meeting, the Shareholder may appoint two proxies and may specify the proportion or number of the votes which each proxy is appointed to exercise. If the Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes held by that Shareholder. Any fractions of votes brought about by the apportionment of votes to a proxy will be disregarded.
- (c) If the Shareholder appoints only one proxy, that proxy is entitled to vote on a show of hands. If a Shareholder appoints two proxies, only one proxy is entitled to vote on a show of hands.
- (d) Where two proxies are appointed, any fractions of votes resulting from the appointment of two proxies will be disregarded.
- (e) A Proxy Form accompanies this Notice.
- (f) Unless the Shareholder specifically directs the proxy how to vote, the proxy may vote as he or she thinks fit, or abstain from voting.

- (g) If a Shareholder wishes to appoint a proxy, the Shareholder should complete the Proxy Form and comply with the instructions set out in that form relating to lodgement of the form with the Company.
- (h) If a Shareholder appoints the Chair of the Meeting as proxy and does not direct the Chair on how to vote on an item of business, the Chair will vote in accordance with the voting intention as stated in this Notice of Meeting, namely in favour of each of the proposed resolutions set out in the Notice of Meeting.
- (i) The Proxy Form must be signed by the Shareholder or his or her attorney duly authorised in writing or, if the Shareholder is a corporation, either signed by an authorised officer or attorney of the corporation or otherwise signed in accordance with the Corporations Act.
- (j) If any attorney or authorised officer signs the Proxy Form on behalf of a Shareholder, the relevant power of attorney or other authority under which it is signed or a certified copy of that power or authority must be deposited with the Proxy Form.
- (k) The Proxy Form (together with any relevant authority) must be received by no later than 10.00am (AEDT) on Sunday, 12 December before the time scheduled for the commencement of the meeting (or any adjournment of that meeting).
- (l) The completed Proxy Form may be:
  - Lodged online by going to <https://www.votingonline.com.au/tsiagm2021> ; or
  - Sent by mail to Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia; or
  - Sent by fax to + 61 2 9290 9655; or
  - Lodged in person at Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000 Australia.

## 6. Proxy Voting by the Chair

The Corporations Amendment (Improving Accountability on Director and Executive Remuneration) Act 2011 (Cth) imposes prohibitions on Key Management Personnel and their Closely Related Parties from voting their shares (or voting undirected proxies) on, amongst other things, remuneration matters.

However, the chair of a meeting may vote an undirected proxy (i.e. a proxy that does not specify how it is to be voted), provided the Shareholder who has lodged the proxy has given an express voting direction to the chair to exercise the undirected proxy, even if the resolution is connected with the remuneration of a member of Key Management Personnel. If you complete a proxy form that authorises the Chair of the Meeting to vote on your behalf as proxy, and you do not mark any of the boxes so as to give him directions about how your vote should be cast, then you will be taken to have expressly authorised the Chair to exercise your proxy on Resolution 1. In accordance with this express authority provided by you, the Chair will vote in favour of Resolution 1. If you wish to appoint the Chair of the Meeting as your proxy, and you wish to direct him how to vote, please tick the appropriate boxes on the form.

The Chair of the Meeting intends to vote all available undirected proxies in favour of each item of business.

If you appoint as your proxy any Director of the Company, except the Chair, or any other Key Management Personnel or any of their Closely Related Parties and you do not direct your proxy how to vote on Resolution 1, he or she will not vote your proxy on that item of business.

## 7. Virtual participation

Since the AGM is a wholly virtual meeting Shareholders will have the opportunity to participate in the AGM through an online platform.

Shareholders who wish to join the AGM may do so:

- from their computer, by entering the URL in their browser: <https://web.lumiagm.com/386-669-116>; or
- from their mobile device by entering the URL in their browser: <https://web.lumiagm.com/386-669-116>

If you choose to participate in the AGM online, you can log in to the meeting by entering:

- the meeting ID for the online AGM, which is 386-669-116
- your username is your Voting Access Code (VAC), which is located the first page of your Proxy Form; and

- your password, which is the postcode registered to your holding if you are an Australian Shareholder. Overseas Shareholders will need to enter the three-character country code e.g. New Zealand – NZL of their registered holding address. A full list of country codes can be found at the end of the User Guide

You will be able to view the AGM live, lodge a direct vote in real time and ask questions online.

Shareholders participating in the Meeting will be able to cast direct votes between the commencement of the AGM (10.00am AEDT Tuesday 14 December 2021 and the closure of voting as announced by the Chair during the AGM.

More information regarding online participation at the AGM (including how to vote and ask questions online during the AGM) is available in the User Guide. The User Guide is attached to this Notice of Meeting and will be available from our website.

## **8. Voting Procedures**

Voting on all resolutions for consideration at the 2021 AGM will be conducted by poll.

## **9. Questions from Shareholders**

In order to provide an equal opportunity for all Shareholders to ask questions of the Board, we ask you to submit in writing any questions to the Company or to the Company's auditor Ernst & Young (EY) in relation to the conduct of the external audit for the year ended 30 June 2021, or the content of its audit report. Please send your questions to:

The Company Secretary, Top Shelf International Holdings Ltd

16-18 National Boulevard, Campbellfield, Victoria, 3061

E. [investors@topshelfgroup.com.au](mailto:investors@topshelfgroup.com.au)

Written questions to the auditors must be received by no later than 10.00 am (AEDT) on Tuesday 7 December 2021.

Written questions to the Company must be received by no later than 10.00am (AEDT) on Sunday 12 December 2021.

Your questions should relate to matters that are relevant to the business of the Annual General Meeting, as outlined in this Notice of Meeting and Explanatory Memorandum.

In accordance with the Corporations Act 2001 (Cth) and the Company's policy, a reasonable opportunity will also be provided to shareholders attending the Annual General Meeting to ask questions about, or make comments upon, matters in relation to the Company including the Remuneration Report.

During the course of the Annual General Meeting, the Chair will seek to address as many Shareholder questions as reasonably practicable, and where appropriate, will give a representative of the Auditor the opportunity to answer written questions addressed to it. However, there may not be sufficient time to answer all questions at the Annual General Meeting. Please note that individual responses may not be sent to Shareholders.

## **10. Corporate Representative**

Any corporate Shareholder who has appointed a person to act as its corporate representative at the Meeting should provide that person with a certificate or letter executed in accordance with section 250D the Corporations Act authorising him or her to act as that company's representative.

Unless otherwise specified in the Certificate, the representative may exercise all or any of the powers that the body corporate may exercise at the Meeting or in voting on a Resolution. The authority must be sent to the Company and/or registry at least 24 hours in advance of the Meeting.

Please contact the share registry (Boardroom) if you require a corporate representative appointment form. If such evidence is not received prior to the commencement of the Meeting, the body corporate (through its representative) will not be permitted to act on the member's behalf.

## **EXPLANATORY MEMORANDUM**

This Explanatory Memorandum has been prepared to provide information which the Directors believed to be material to Shareholders giving consideration to matters on the agenda and in deciding whether or not to pass each Resolution.

### **Financial and Other Reports**

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The Corporations Act requires the reports of the Directors and Auditors, and the annual Financial Report for the year ended 30 June 2021 to be laid before the Meeting.

No vote is required on this item, however Shareholders will be given an opportunity to raise questions or comments on the management of the Company.

The Company will not provide a hard copy of the Annual Report to Shareholders unless specifically requested to do so. The Company's Annual Report is available on its website at <https://www.topshelfgroup.com.au/investors>.

Shareholders will be given a reasonable opportunity to ask questions and make comments on these reports and on the management of the Company and to ask questions of the auditor.

### **Resolution 1 – Adoption of Remuneration Report**

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#### General

The Corporations Act requires that at a listed company's AGM a resolution that the remuneration report be adopted must be put to the Shareholders. However, such a resolution is advisory only and does not bind the Company or the Directors of the Company.

The Remuneration Report sets out the Company's remuneration arrangements for the Directors and other Key Management Personnel of the Company. The Remuneration Report is part of the Directors' Report contained in the Annual Report. The Chair must allow a reasonable opportunity for Shareholders to ask questions about or make comments on the Remuneration Report at the Annual General Meeting.

#### Voting Consequences

Under the Corporations Act 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 2 consecutive annual general meetings at least a 25% of the votes cast on a resolution in respect of a remuneration report vote against the adoption of the remuneration report and at the first of those annual general meetings a Spill Resolution is not put to a 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. If a Spill Resolution is put to shareholders 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 each person whose election or re-election as a director of the company was approved will continue as a director of the company.

#### Previous voting results

This is the Company's first Annual General Meeting as a publicly listed company and consequently Shareholders have not previously voted in respect of a remuneration report. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### Proxy voting restrictions

Person appointed as proxy	Where directions are given on Proxy Form	Where no directions given on Proxy Form
Key Management Personnel <sup>1</sup>	Vote as directed	Unable to vote <sup>3</sup>

Chair <sup>2</sup>	Vote as directed	Able to vote at discretion of proxy if expressly authorised to do so on the Proxy Form <sup>4</sup>
Other	Vote as directed	Able to vote at discretion of proxy

## Notes

- 1 Refers to Key Management Personnel (other than the Chair) whose remuneration details are included in the Remuneration Report or a Closely Related Party of that Key Management Personnel.
- 2 Refers to the Chair (where he/she is also a member of the Key Management Personnel whose remuneration details are included in the Remuneration Report) or a Closely Related Party of the Chair.
- 3 Undirected proxies granted to these persons will not be voted and will not be counted in calculating the required majority if a poll is called on this Resolution.
- 4 The Proxy Form notes it is the Chair's intention to vote all undirected proxies in favour of all Resolutions.

The Board recommends that members vote *in favour* of this Resolution.

## Resolution 2 – Election of Adem Karafili

### General

Pursuant to Rule 8.1(f) of the Constitution, to the extent that the Listing Rules require an election of directors to be held and no director would otherwise be required to submit for election or re-election, the director to retire is any director who wishes to retire or otherwise it is the longest standing, excluding the Managing Director.

Listing Rule 14.5 requires an entity that has directors to hold an election of directors in each annual general meeting. There is no director who is required to stand for election or re-election and Rule 8.1(j) of the Constitution allows a Director who retires to be eligible for re-election at that meeting.

Accordingly, Adem Karafili will retire as a Director at the Meeting and being eligible, will stand for election.

The Board (other than Adem Karafili) recommends that members vote *in favour* of this resolution.

The Chair intends to vote all undirected proxies in favour of this Resolution.

### Experience

Adem was appointed Non-Executive Director and Chair of the Company in April 2018 and Executive Director to Top Shelf in September 2020.

Adem is the current chair of Hydration Pharmaceuticals Pty Ltd and chairs the 2030 Greater Victoria Commonwealth Games Taskforce and the National Institute of Integrated Medicine (NIIM)

Prior to these appointments Adem spent seven years establishing Swisse Wellness before it's sale to Biostime International for nearly \$1.8 billion USD in 2015. Adem held senior positions of CFO, COO and MD at Swisse Wellness.

## Resolutions 3 & 4 – Approval of grant of Securities to Drew Fairchild (CEO and Executive Director) and Adem Karafili (Executive Chair and Executive Director)

### General

The Company is proposing to grant:

- (a) 558,644 Premium Priced Options to Drew Fairchild, Chief Executive Officer and Executive Director (or his nominee), under the Company's Long Term Incentive Plan in respect of his deferred variable remuneration opportunity for the financial year ending 30 June 2022; and
- (b) 439,779 Premium Priced Options to Adem Karafili, Executive Chair and Executive Director (or his nominee) for the under the Company's Long Term Incentive Plan in respect of his deferred variable remuneration opportunity for the financial year ending 30 June 2022,

(together, the **FY22 LTIP Award**).

The proposed issue of the Premium Priced Options pursuant to Resolutions 3 and 4 are seen as a cost-effective way of providing Mr Fairchild and Mr Karafili with tangible incentives to enhance the performance of the Company and to seek to further align Mr Fairchild's and Mr Karafili's interest with those of Shareholders by linking their remuneration with the short and long-term performance of the Company.

Further details of the FY22 LTIP Award

This issue of Securities under the FY22 LTIP Award will be offered on similar terms to the awards granted to Mr Fairchild and Mr Karafili as their respective 2021 financial year deferred variable remuneration opportunities under the Company's Long Term Incentive Plan.

Participants in the FY22 LTIP Award comprise Mr Fairchild and Mr Karafili. No other Directors are entitled to participate in the FY22 LTIP Award.

Further details of the FY22 LTIP Award, including key terms of the Long Term Incentive Plan, are set out in the table below:

<b>Key details of the proposed FY22 LTIP Award</b>		
<b>Topic</b>	<b>Drew Fairchild</b>	<b>Adem Karafili</b>
<b>Grant under the Long Term Incentive Plan</b>	The FY22 LTIP Award will be granted under, and be subject to, the terms of the Company's Long Term Incentive Plan which was approved by the Board in October 2020.	
<b>Type of securities</b>	The FY22 LTIP Award will be a grant of options, being an option to acquire one Share subject to the satisfaction of the vesting conditions outlined below and payment of the exercise price ( <b>Options</b> ). The Options to be granted to each of Mr Fairchild and Mr Karafili as the FY22 LTIP Award are premium priced options, being Options with an exercise price set at a 70% premium to the value of the underlying Shares at the time of the grant ( <b>Premium Priced Options</b> ).	
<b>Proposed date of grant of Securities</b>	The Company proposes to issue the Premium Priced Options to Mr Fairchild and Mr Karafili on or around the date of the Annual General Meeting (subject to receiving Shareholder approval).	
<b>Number and class of Securities to be granted</b>	It is proposed that Mr Fairchild be granted 558,644 Premium Priced Options.	It is proposed that Mr Karafili be granted 439,779 Premium Priced Options.
<b>Value of FY22 LTIP Award</b>	The attributed total value of the FY22 LTIP Award to be granted to Mr Fairchild, as calculated by the Company in accordance with AASB Share Based Payments, is equal to \$136,309 and which is 36% of Mr Fairchild's total fixed remuneration.	The attributed total value of the FY22 LTIP Award to be granted to Mr Karafili, as calculated by the Company in accordance with AASB 2 Share Based Payments, is equal to \$107,306, which is 32% of Mr Karafili's total fixed remuneration.
<b>Value of Options</b>	The Company has determined the value of the Premium Priced Options to be approximately \$0.244 per Premium Priced Option in accordance with AASB 2 Share Based Payments .	
<b>Acquisition price</b>	No issue price is payable by either Mr Fairchild or Mr Karafili for the acquisition of the Premium Priced Options under the FY22 LTIP Award.	
<b>Details of the Director's current total remuneration package</b>	Mr Fairchild's current remuneration package is as follows: <ul style="list-style-type: none"> <li>• Base salary: \$339,655</li> <li>• Superannuation: \$33,965</li> <li>• Incentives: 402,696 Premium Priced Options (unvested)</li> </ul>	Mr Karafili's current remuneration package is as follows: <ul style="list-style-type: none"> <li>• Base salary: \$267,386</li> <li>• Superannuation: \$26,738</li> <li>• Motor vehicle: \$33,500</li> <li>• Incentives: 402,696 Premium Priced Options (unvested)</li> </ul>
<b>Details of Securities previously issued under the LTIP</b>	Mr Fairchild (or his nominee) has previously been issued 1,318,632 Premium Priced Options issued under the LTIP, with an exercise price of \$3.44 which expire on 6 November 2026. No acquisition price was payable for these Premium Priced Options.	Mr Karafili (or his nominee) has previously been issued 1,318,632 Premium Priced Options issued under the LTIP, with an exercise price of \$3.44 which expire on 6 November 2026. No acquisition price was payable for these Premium Priced Options.
<b>Vesting and exercise of Awards</b>	The Premium Priced Options will vest if and to the extent that any applicable performance, service and other vesting conditions specified at the time of the grant (collectively, the <b>Vesting Conditions</b> ) are satisfied or waived by the Company. Vested Options will be exercisable if and to the extent that any applicable exercise conditions specified at the time of the grant (collectively, the <b>Exercise Conditions</b> ) are satisfied or waived and the Company.	

<b>Key details of the proposed FY22 LTIP Award</b>	
<b>Vesting Conditions</b>	<p>The Vesting Conditions applicable to the Premium Priced Options to be granted to each of Mr Fairchild and Mr Karafili as the FY22 LTIP Award are:</p> <ul style="list-style-type: none"> <li>• a service-based vesting condition, such that one-third of the Premium Priced Options granted will vest each year on the date the Company's full year financial results for the immediately preceding financial year are released to the ASX (expected to be around August each year) for three years provided the relevant Director remains continuously employed as at each relevant vesting date</li> <li>• a revenue target as determined by reference to the statutory financial accounts for FY22 as determined by the Board</li> </ul>
<b>Exercise Conditions</b>	[No Exercise Conditions are applicable to the Premium Priced Options to be granted to each of Mr Fairchild and Mr Karafili as the FY22 LTIP Award]
<b>Exercise Price</b>	<p>As a condition of the grant of Shares upon exercise of the Premium Priced Options, the Board may require a participant to pay an exercise price to exercise those Premium Priced Options (<b>Exercise Price</b>).</p> <p>The Exercise Price applicable to the Premium Priced Options to be granted to each of Mr Fairchild and Mr Karafili as the FY22 LTIP Award is 170% of the VWAP of Shares over the 5 trading days prior to the date on which the Awards are granted.</p>
<b>Expiry date</b>	The Premium Priced Options will expire on 6 November 2027.
<b>Loan to be provided</b>	No loan is being provided to either Mr Fairchild or Mr Karafili in relation to the acquisition of the Premium Priced Options.
<b>Summary of the key terms of the Long Term Incentive Plan</b>	
<b>Voting and dividend rights</b>	<p>The Premium Priced Options will not carry any voting or dividend rights.</p> <p>Shares delivered upon the exercise of Premium Priced Options (once vested) will carry the same voting and dividend rights as other ordinary shares in the Company.</p>
<b>Net settlement mechanism</b>	<p>Holders of vested Premium Priced Options may request the Company to cancel their vested Premium Priced Options in exchange for being issued a number of Shares equal to the net value of the vested Premium Priced Options (the net value of a Premium Priced Option is the market value of a Share on that day minus the exercise price) (<b>PPO Cancellation</b>). If the holders of vested Premium Priced Options requests the PPO Cancellation the Company, in its sole discretion, may approve or reject that.</p>
<b>Issue, allocation or acquisition of Shares</b>	<p>Subject to applicable laws, Shares to be delivered upon the exercise of Premium Priced Options (once vested) may be issued by the Company, acquired on or off market and transferred, and/or allocated within an employee share trust.</p>
<b>Quotation</b>	<p>The Premium Priced Options will not be quoted on the ASX.</p> <p>The Company will apply in accordance with the ASX Listing Rules for official quotation of any Shares delivered upon the exercise of Premium Priced Options (once vested).</p>
<b>Change of control event</b>	<p>Where the Board expects that a Change of Control Event will occur, the Board may:</p> <ul style="list-style-type: none"> <li>• waive any vesting condition or exercise condition; and/or</li> <li>• determine that any vesting condition or exercise condition is satisfied.</li> </ul> <p>Prior to a Change of Control Event, the Company may provide notice of the Change of Control Event to the participant specifying whether it has exercised its discretion to waive or deem satisfied any vesting conditions and/or exercise conditions and provide a time period for the participant to exercise such Options contingent on the Change of Control Event. If a Change of Control Event proceeds and the participant has not given notice to the Company of the contingent exercise of the Options, all unexercised Options will be forfeited.</p> <p>If a Change of Control Event does not subsequently occur, any Options which became vested or were exercised in connection with the Change of Control Event will revert to their original status prior to the notice of Change of Control Event.</p>
<b>No transfer and no hedging</b>	<p>Subject to applicable laws and the ASX Listing Rules, without the prior approval of the Board:</p> <ul style="list-style-type: none"> <li>• Options may not be sold, assigned, transferred, encumbered or otherwise dealt with other than in accordance with the Long Term Incentive Plan Rules and the relevant invitation letter; and</li> <li>• participants may not enter into any arrangement which hedges or otherwise affects the participant's economic exposure to the Options granted to them under the Long Term Incentive Plan.</li> </ul>
<b>Cessation of employment/office</b>	<p>Under the Long Term Incentive Plan Rules, the Board retains full discretion to determine the manner in which a participant's Options will be dealt with in the event that the participant ceases employment or engagement with the Group, including to determine that the participant forfeits all</p>

<b>Key details of the proposed FY22 LTIP Award</b>	
	Options (whether vested or unvested). It is intended that individual offer documents will provide specific information on how an Option will be treated where a participant ceases employment or engagement with the Group.
<b>Other terms</b>	The Long Term Incentive Plan contains customary and usual terms having regard to Australian law for dealing with the administration, variation and termination of the Long Term Incentive Plan (including in relation to the treatment of Options in the event of a reorganisation of the Company's share capital structure, a rights issue or bonus share issue).
<b>Lapse/forfeiture of Awards</b>	<p>The Long Term Incentive Plan contains provisions concerning the treatment of Options and any Shares issued, allocated or transferred following the exercise of Options (once vested), including without limitation in the event that:</p> <ul style="list-style-type: none"> <li>• the Vesting Conditions or Exercise Conditions attaching to the relevant Options are not satisfied or the Board forms the view they cannot be satisfied;</li> <li>• the Options are not exercised before the applicable expiry date;</li> <li>• a participant ceases employment or engagement with the Company or a Group Member;</li> <li>• a participant wilfully or materially commits a material breach of their obligations to any Group Member;</li> <li>• a participant fails to exercise their powers and discharge their duties with reasonable care and diligence and such failure results in, or materially contributes to, any Group Member: <ul style="list-style-type: none"> <li>○ incurring a significant unexpected financial loss, impairment charge, cost or provision;</li> <li>○ incurring significant reputational harm or damage to its prudential standing;</li> <li>○ making a material financial misstatement or omission of financial statement; or</li> <li>○ breaching a significant legal or regulatory requirement;</li> </ul> </li> <li>• a participant becomes insolvent;</li> <li>• a participant disposes of their Options in breach of the Constitution or the Long Term Incentive Plan Rules;</li> <li>• a participant fails to adhere to the prudent risk management policy set by the Company in any material respect;</li> <li>• a participant is subject to disciplinary action or sanction by any Group Member for misconduct or failure to perform his or her duties; or</li> <li>• a participant fails to perform their duties to any Group Member and fails to rectify that failure.</li> </ul>

Details of any Securities issued under the Long Term Incentive 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 Listing Rule 10.14.

Any additional Director of the Company or an Associate who become entitled to participate in the issue of Securities under the LTIP after Resolutions 3 and 4 are approved and who are not named in the Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

#### Application of ASX Listing Rule 10.14

ASX Listing Rule 10.14 requires a listed company to obtain shareholder approval before issuing equity securities (which includes Options) to a director under an employee incentive scheme. ASX Listing Rule 10.14 does not apply to the grant of options to directors under an employee incentive scheme, where the shares to be acquired in satisfaction of the options are required by the terms of the scheme to be purchased on-market. It also does not apply to the subsequent purchase of those securities on-market. If approval is given under ASX Listing Rule 10.14, approval is not required under ASX Listing Rules 7.1 or 10.11.

If new Shares are issued in order to satisfy the Premium Priced Options granted to Mr Fairchild and Mr Karafili (or their respective nominees) as the FY22 LTIP Award (if they vest), that issue falls within ASX Listing Rule 10.14 above because each of Mr Fairchild and Mr Karafili are a Director of the Company (and accordingly, their respective nominees would be an Associate of that Director) and therefore requires the approval set out under ASX Listing Rule 10.14. While it is open to the Company to acquire Shares on-market as opposed to issue new Shares to satisfy any Premium Priced Option which vests, Shareholder approval is being sought for the new issue of Shares to preserve the flexibility in the event that the Board ultimately considers it necessary or appropriate to issue Shares rather than acquire them on-market.

#### Application of Chapter 2E of the Corporations Act

Under section 208 of the Corporations Act, for a public company to give a financial benefit to a related party (such as a Director of the Company) the public company or entity must obtain the approval of the company's members unless the giving of the financial benefit falls within an exception set out in sections 210 and 216 of the Corporations Act.

Section 229 of the Corporations Act defines “financial benefit” broadly and includes, as an example of a “financial benefit”, issuing of securities or the granting of an option to a related party. Accordingly, the proposed issue of Options to Drew Fairchild and Adem Karafili under Resolution 3 and Resolution 4 constitutes the provision of a financial benefit to a related party.

In respect of each Resolution, the disinterested Directors consider that the proposed issue of the Options under each respective Resolution constitutes reasonable remuneration to the respective Director and, as such, falls within the exception set out in section 211 of the Corporations Act. In reaching this view, the disinterested Directors considered:

- (a) the position and responsibilities of each of Mr Fairchild and Mr Karafili;
- (b) the reliance on each Executive Director by the Company;
- (c) the time commitment and workload required of each Executive Director to drive the strategies and objectives of the Company;
- (d) the considerable contribution that each of Mr Fairchild and Mr Karafili, respectively, have made and continue to make to the growth of the business of the Company;
- (e) the need for the Company to effectively incentivise the Executive Directors while aligning the incentive with increasing shareholder value;
- (f) the desirability of preserving cash resources within the Company;
- (g) the composition and value of the remuneration packages of executive directors of other ASX-listed companies of similar size and circumstances to that of the Company; and
- (h) the terms of the Options in light of the business objectives of the Company and the current Share Price.

#### Voting Consequences

If Resolution 3 is passed, the Company will be able to proceed with the FY22 LTIP Award grant of 558,644 Premium Priced Options to Mr Fairchild. The Premium Priced Options will entitle Mr Fairchild to receive shares, as determined by the Board, subject to the vesting conditions as set out above.

If Resolution 3 is not passed, the proposed grant of Options to Mr Fairchild under the FY22 LTIP Award will not proceed. In that circumstance, this may result in Mr Fairchild’s remuneration failing to be comparable or competitive with other senior executives in the Company and the amount offered by other companies for similar services. The Board would then need to consider alternative long-term deferred remuneration arrangements which are consistent with the remuneration principles of the Company, such as equivalent cash incentives. If cash incentives are granted, this may diminish the alignment of the CEO’s interests with those of the rest of our senior leadership team and Shareholders.

If Resolution 4 is passed, the Company will be able to proceed with the FY22 LTIP Award grant of 439,779 Premium Priced Options to Mr Karafili. The Premium Priced Options will entitle Mr Karafili to receive shares, as determined by the Board, subject to the vesting conditions as set out above.

If Resolution 4 is not passed, the proposed grant of Options to Mr Karafili under the FY22 LTIP Award will not proceed. In that circumstance, this may result in Mr Karafili’s remuneration failing to be comparable or competitive with other senior executives in the Company and the amount offered by other companies for similar services. The Board would then need to consider alternative long-term deferred remuneration arrangements which are consistent with the remuneration principles of the Company, such as equivalent cash incentives. If cash incentives are granted, this may diminish the alignment of the Executive Chair’s interests with those of the rest of our senior leadership team and Shareholders.

#### Board recommendation

The Board (with Drew Fairchild and Adem Karafili abstaining) recommends that members vote *in favour* of Resolutions 3 and 4.

## **Resolution 5                      Ratification of prior issue – June 2021 Option Issue**

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### General

On 29 June 2021 (**Option Issue Date**), the Company issued:

- 926,095 Start-Up Options (options exercisable at \$2.026 expiring on various dates); and
- 2,673,268 Premium Priced Options (options exercisable at \$3.445 expiring on various dates),

pursuant to the terms and conditions of the Company's Long Term Incentive Plan Rules (**June 2021 Options**) (**June 2021 Option Issue**). None of the participants under the June 2021 Option Issue were related parties or Associates of related parties of the Company.

Overview of legal requirements in relation to Resolutions 5 and 6

Listing Rule 7.1 provides that, subject to certain exceptions, an entity must not issue or agree to issue more Equity Securities during any relevant period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of the relevant period (**15% Placement Capacity**). The relevant period is (a) the 12-month period immediately preceding the date of issue or agreement to issue (if the entity was admitted to the official list of ASX for 12 months or more) or (b) the period from the date the entity was admitted to the official list of ASX to the date immediately preceding the date of issue or agreement to issue (if the entity was admitted to the official list for less than 12 months).

As the Company will have been admitted to the official list of ASX less than 12 months ago (as at the date of the Annual General Meeting), the relevant period is as described in paragraph (b).

Pursuant to a waiver granted by ASX on 15 October 2021, the Company's 15% Placement Capacity was increased to include the number of Shares issued under the fully underwritten pro rata accelerated non-renounceable entitlement offer announced to ASX on 20 October 2021 (**ASX Waiver**). References to the Company's 15% Placement Capacity in these explanatory notes (in relation to the period from 15 October 2021) are as modified by the ASX Waiver.

Listing Rule 7.4 provides that if the entity in general meeting ratifies the previous issue of Equity Securities made pursuant to Listing Rule 7.1 (and provided the previous issue did not breach Listing Rule 7.1), those Equity Securities will be deemed to have been made with Shareholder approval for the purposes of Listing Rule 7.1.

Reason for seeking Resolution 5

The Company wishes to retain flexibility to issue additional Equity Securities in the future without having to obtain specific Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 5 seeks Shareholder approval to ratify the issue of the June 2021 Options under and for the purposes of Listing Rule 7.4 and for all other purposes.

The effect of passing Resolution 5 will be to allow the Company to exclude the issue of the June 2021 Options in calculating the Company's 15% Placement Capacity, effectively "refreshing" the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12 months following the Option Issue Date.

If Resolution 5 is not passed, the June 2021 Options will be included in calculating the Company's 15% Placement Capacity, effectively limiting the number of Equity Securities the Company can issue or agree to issue to approximately 6.3 million Shares without Shareholder approval over the 12 months following the Option Issue Date, unless an exception applies.

Further, as announced on 28 October 2021, the Company issued 5,838,520 Placement Shares, meaning that the Company's current 15% Placement Capacity (as at the date of the Notice of Annual General Meeting) is 424,551 Shares. Ratification of the issue of Placement Shares is the subject of Resolution 6 below.

If both Resolutions 5 and 6 are not passed, the June 2021 Options and the Placement Shares will be included in calculating the Company's 15% Placement Capacity, effectively limiting the number of Equity Securities the Company can issue or agree to issue to 424,551 Shares without Shareholder approval over the 12 months following the Option Issue Date, unless an exception applies.

Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the ratification the subject of Resolution 5:

<b>Persons to whom securities were issued</b>	Certain employees and consultants of the Company as part of their remuneration arrangements.  As above, none of the allottees of June 2021 Options were related parties or Associates of related parties of the Company.
<b>Number and class of securities issued</b>	As above.
<b>Terms</b>	Each June 2021 Option constitutes a right to receive Shares in the Company, subject to the terms and conditions of the Company's Long Term Incentive Plan Rules.  Details of the Company's Long Term Incentive Plan Rules can be found at: <a href="https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02320243-2A1269251?access_token=83ff96335c2d45a094df02a206a39ff4">https://cdn-api.markitdigital.com/apiman-gateway/ASX/asx-research/1.0/file/2924-02320243-2A1269251?access_token=83ff96335c2d45a094df02a206a39ff4</a>
<b>Issue date</b>	As above.
<b>Issue price</b>	Nil.

Intended use of funds	Not applicable.
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Resolution 5 is an ordinary resolution.

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

The Board recommends that members vote *in favour* of this resolution.

The Chair intends to vote all undirected proxies *in favour* of this Resolution.

## Resolution 6                      Ratification of prior issue – Placement

### General

On 20 October 2021, the Company announced that it would be undertaking a capital raising to fund the Company’s strategic growth objectives, being to:

- deliver Australia’s first integrated agave spirit production facility at scale;
- aggressively scale and accelerate the NED Whisky & Grainshaker Vodka brands;
- build best in class digital and data technologies including direct to consumer channels; and
- increase efficiencies and utilisation through investment in supply chain and warehousing solutions.

The capital raising comprised:

- a fully underwritten institutional placement, which raised approximately \$9.3 million (**Placement**); and
- a fully underwritten pro rata accelerated non-renounceable entitlement offer, which raised approximately \$25.7 million.

On 28 October 2021 (**Placement Issue Date**), the Company issued 5,838,520 Shares pursuant to the Placement (**Placement Shares**). None of the participants under the Placement were related parties or Associates of related parties of the Company.

### Reason for seeking Resolution 6

The Company wishes to retain flexibility to issue additional Equity Securities in the future without having to obtain specific Shareholder approval for such issues under Listing Rule 7.1. To this end, Resolution 6 seeks Shareholder approval to ratify the issue of the Placement Shares under and for the purposes of Listing Rule 7.4 and for all other purposes.

The effect of passing Resolution 6 will be to allow the Company to exclude the issue of the Placement Shares in calculating the Company’s 15% Placement Capacity, effectively “refreshing” the number of Equity Securities it can issue or agree to issue without Shareholder approval over the 12 months following the Placement Issue Date.

Following the issue of the Placement Shares, the Company’s current 15% Placement Capacity (as at the date of the Notice of Meeting) is 424,551 Shares.

If Resolution 6 is not passed but Resolution 5 is passed, the Placement Shares will be included in calculating the Company’s 15% Placement Capacity, effectively limiting the number of Equity Securities the Company can issue or agree to issue to approximately 4.0 million Shares without Shareholder approval over the 12 months following the Placement Issue Date, unless an exception applies.

If both Resolutions 5 and 6 are not passed, the June 2021 Options and the Placement Shares will be included in calculating the Company’s 15% Placement Capacity, effectively limiting the number of Equity Securities the Company can issue or agree to issue to 424,551 Shares without Shareholder approval over the 12 months following the Placement Issue Date, unless an exception applies.

### Specific information required by Listing Rule 7.5

Listing Rule 7.5 requires that the following information be provided to Shareholders in relation to the ratification the subject of Resolution 6:

Persons to whom securities were issued	<p>Certain institutional, sophisticated and professional investors identified by Canaccord Genuity (Australia) Limited and Shaw and Partners Limited, the joint lead managers and underwriters for the Placement.</p> <p>As above, none of the allottees of Placement Shares were related parties or Associates of related parties of the Company.</p>
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Number and class of securities issued	As above.
Terms	As from the Placement Issue Date, the Placement Shares ranked equally with existing Shares in the Company.
Issue date	As above.
Issue price	\$1.60 per Placement Share.
Intended use of funds	As above.

Resolution 5 is an ordinary resolution.

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

The Board recommends that members vote *in favour* of this resolution.

The Chair intends to vote all undirected proxies *in favour* of this Resolution.

## Resolution 7                      Approval of Additional 10% Placement Capacity

### Overview of legal requirements in relation to Resolution 7

As noted in the explanatory notes to Resolution 5, subject to certain exceptions, an entity is subject to the rule regarding 15% Placement Capacity.

However, under Listing Rule 7.1A, an Eligible Entity (as defined below) can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% capacity (**Additional 10% Placement Capacity**).

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 less than the amount prescribed by ASX (currently \$300 million).

Currently, the Company has a market capitalisation of approximately \$96 million and therefore is an Eligible Entity. If at the time of the Annual General Meeting the Company is no longer an Eligible Entity, this Resolution will be withdrawn.

### Formula under Listing Rule 7.1A.2

The maximum number of Equity Securities that the Company may issue under the approval sought by this Resolution will be calculated in accordance with the formula set out in Listing Rule 7.1A:

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

where:

- A** = the number of fully paid ordinary securities on issue at the commencement of the relevant period:
- (i) plus the number of fully paid ordinary securities issued in the relevant period under an exception in Listing Rule 7.2 other than exceptions 9, 16 or 17;
  - (ii) plus the number of fully paid ordinary securities issued in the relevant period on the conversion of convertible securities within Listing Rule 7.2 exception 9 where:
    - the convertible securities were issued or agreed to be issued before the commencement of the relevant period; or
    - the issue of, or agreement to issue, the convertible securities was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
  - (iii) plus the number of fully paid ordinary securities issued in the relevant period under an agreement to issue securities within Listing Rule 7.2 exception 16 where:
    - the agreement was entered into before the commencement of the relevant period; or
    - the agreement or issue was approved, or taken under the Listing Rules to have been approved, under Listing Rules 7.1 or 7.4;
  - (iv) plus the number of any other fully paid ordinary securities issued in the relevant period with approval under Listing Rules 7.1 or 7.4;
  - (v) plus the number of partly paid ordinary securities that became fully paid in the relevant period; and

(vi) less the number of fully paid ordinary securities cancelled in the relevant period.

D = 10%.

E = the number of Equity Securities issued or agreed to be issued under Listing Rule 7.1A.2 in the relevant period where the issue or agreement to issue has not been subsequently approved by the holders of its ordinary securities under Listing Rule 7.4.

#### Reason for seeking Resolution 7

This Resolution seeks Shareholder approval by way of special resolution for the Company to access the Additional 10% Placement Capacity.

If this Resolution 7 is passed, the Company will be able to issue Equity Securities up to the combined 25% limit in Listing Rules 7.1 and 7.1A without any further Shareholder approval.

If this Resolution 7 is not passed, the Company will not be able to access the Additional 10% Placement Capacity and will remain subject to the 15% limit on issuing Equity Securities without Shareholder approval set out in Listing Rule 7.1.

#### Specific information required by Listing Rule 7.3A

Listing Rule 7.3A requires that the following information be provided to Shareholders in relation to the approval the subject of Resolution 7:

##### *Period for which the approval will be valid*

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

- (a) the date that is 12 months from the date of the annual general meeting at which the approval is obtained;
- (b) the time and date of the Company's next annual general meeting; and
- (c) the time and date on which Shareholders approve a transaction under Listing Rule 11.1.2 (in relation to a proposed change to the nature or scale of the Company's activities) or Listing Rule 11.2 (in relation to a change involving the Company's main undertaking).

##### *Minimum price at which the Equity Securities may be issued under Listing Rule 7.1A*

Any Equity Securities issued under Listing Rule 7.1A.2 must be an existing quoted class of the Company's Equity Securities and issued for cash consideration. Currently, the Company's only existing quoted class of Equity Securities is Shares (being fully paid ordinary shares in the capital of the Company).

The minimum price at which the relevant Equity Securities may be issued is 75% of the volume weighted average price of Equity Securities in that class, calculated over 15 trading days on ASX on which trades in that class were recorded immediately before:

- (a) the date on which the price at which the relevant Equity Securities are to be issued is agreed by the Company and the recipient of the relevant Equity Securities; or
- (b) if the relevant Equity Securities are not issued within 10 trading days of the date in paragraph (a), the date on which the relevant Equity Securities are issued.

##### *Purposes for which the funds raised by an issue of Equity Securities under Listing Rule 7.1A may be used*

As noted above, any Equity Securities issued under Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of Equity Securities under Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of the Notice of Annual General Meeting, the Company has not formed an intention to offer any Equity Securities under Listing Rule 7.1A during the Listing Rule 7.1A mandate period (if this Resolution is passed). However, if this Resolution is passed and the Company did raise funds from the issue of Equity Securities under the Additional 10% Placement Capacity, based on the Company's existing plans, the Company considers that the funds may be used for continued investment in the Company's current assets, the acquisition of new assets or investments (including expenses associated with such an acquisition) and/or for general working capital.

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

##### *Risk of economic and voting dilution to existing Shareholders*

If this Resolution is passed, and the Company issues any Equity Securities under the Additional 10% Placement Capacity, existing Shareholders' economic and voting power in the Company will be diluted.

There is a risk that:

- (a) the market price for the Company's Equity Securities in that class may be significantly lower on the relevant issue date than on the date of the annual general meeting at which the approval is obtained; and
- (b) the Equity Securities may be issued at a price that is at a discount to the market price for the Company's Equity Securities on the relevant issue date.

Any issue of Equity Securities under the Additional 10% Placement Capacity will dilute the interests of Shareholders who do not receive any Equity Securities under the relevant issue.

If this Resolution is passed and the Company issues the maximum number of Equity Securities available under the Additional 10% Placement Capacity, the economic and voting dilution of existing Shares would be as shown below. This table shows the potential dilution of existing Shareholders on the basis of three different assumed issue prices and values for the variable 'A' in the formula in Listing Rule 7.1A.2:

Number of shares on issue (Variable 'A' in formula) Listing Rule 7.1A.2	Dilution variable	Dilution		
		\$0.82 (50% decrease in issue price)	\$1.64 (Market Price on 04/11/21)	\$3.28 (100% increase in issue price)
75,18,7449 (current variable 'A')	Additional 10% shares issued	7,518,745	7,518,745	7,518,745
	Funds raised	\$6,165,371	\$12,330,742	\$24,661,483
94,868,910 (50% increase in current variable 'A')	Additional 10% shares issued	11,278,117	11,278,117	11,278,117
	Funds raised	\$9,248,056	\$18,496,112	\$36,992,225
126,491,880 (100% increase in current variable 'A')	Additional 10% shares issued	15,037,490	15,037,490	15,037,490
	Funds raised	\$12,330,742	\$24,661,483	\$49,322,967

**Notes:**

The table has been prepared on the following assumptions:

- (a) Resolutions 5 and 6 are approved by Shareholders, such that the June 2021 Options and the Placement Shares are included in the calculation of the current variable 'A'.
- (b) The current issue price is \$1.64, being the closing price of the Company's Shares on ASX on 4 November 2021.
- (c) The Company issues the maximum number of Equity Securities available to be issued under the Additional 10% Placement Capacity.
- (d) No options or convertible securities are exercised or converted into Shares before the date of the issue of the Shares.
- (e) The table shows the effect of issues of Equity Securities under Listing Rule 7.1A only, not under the Company's 15% Placement Capacity or otherwise.
- (f) The calculations above do not show the dilution that any one particular Shareholder will experience. Shareholders should consider the dilution caused to their own Shareholding having regard to their specific circumstances.
- (g) The number of Equity Securities on issue could increase as a result of the issue of Equity Securities that does not require Shareholder approval (for example, pursuant to an exception under Listing Rule 7.2) or an issue of Equity Securities with Shareholder approval under Listing Rule 7.1.
- (h) The 'Funds raised' figures are rounded to the nearest whole dollar.

*Allocation policy for issues under Listing Rule 7.1A*

The Company's allocation policy and the identity of the allottees of Equity Securities under the Additional 10% Placement Capacity will depend on a number of factors, including:

- (i) the Company's intentions in relation to the possible issue of Equity Securities (for cash consideration) during the Listing Rule 7.1A mandate period;
- (j) the structure and timeframe of the capital raising opportunities available to the Company and any alternative methods for raising funds that are available to the Company (such as a pro rata offer or an offer under a share purchase plan);
- (k) the potential effect on the control of the Company;
- (l) the Company's financial position and the likely future capital requirements; and
- (m) advice from the Company's corporate or financial advisers.

As at the date of the Notice of Annual General Meeting, no specific intention to issue Equity Securities in relation to any parties, investors or existing Shareholders has been formed. In addition, no intentions have been formed in relation to the possible number of issues, or the time frame in which the issues could be made. Subject to the requirements of the Listing Rules and the Corporations Act, the Board reserves the right to determine at the time of any issue of Equity Securities under the Additional 10% Placement Capacity, the allocation policy that the Company will adopt for that issue.

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

Offers made under the Additional 10% Placement Capacity may be made to parties (excluding any related parties) including institutional, sophisticated and professional investors, existing Shareholders of the Company, clients of holders of an Australian Financial Service Licence and/or their nominees, or any other person to whom the Company is able to make an offer of Equity Securities.

Resolution 7 is a special resolution. For a special resolution to be passed, at least 75% of the votes validly cast on the Resolution by Shareholders must be in favour of this Resolution.

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

The Board recommends that members vote *in favour* of this resolution.

The Chair intends to vote all undirected proxies *in favour* of this Resolution.

## GLOSSARY

Throughout this Explanatory Memorandum the following various words and phrases are capitalised and the definitions of these capitalised words and phrases are set out below:

**15% Placement Capacity** has the meaning given in the explanatory notes to Resolution 5.

**Additional 10% Placement Capacity** has the meaning given in the explanatory notes to Resolutions 3 & 4.

**Associate** has the meaning given in the Listing Rules.

**ASX** means ASX Limited (ABN 98 008 624 691) and where the context requires, the market operated by it.

**ASX Waiver** has the meaning given in the explanatory notes to Resolution 5.

**Closely Related Party** has the meaning given in section 9 of the *Corporations Act 2001* (Cth).

**Company** means Top Shelf International Holdings Ltd (ABN 22 164 175 535).

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

**Eligible Entity** has the meaning given in the explanatory notes to Resolution 7.

**Equity Securities** has the meaning given in the Listing Rules.

**June 2021 Options** has the meaning given in the explanatory notes to Resolution 5.

**June 2021 Option Issue** has the meaning given in the explanatory notes to Resolution 5.

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

**Long Term Incentive Plan Rules** means the rules referred to in the explanatory notes to Resolution .

**Option Issue Date** has the meaning given in the explanatory notes to Resolution 5.

**Placement** has the meaning given in the explanatory notes to Resolution 6.

**Placement Issue Date** has the meaning given in the explanatory notes to Resolution 6.

**Placement Shares** has the meaning given in the explanatory notes to Resolution 6.

**Premium Priced Options** has the meaning given in the explanatory notes to Resolutions 3 & 4.

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

**Shareholder** means a holder of a Share.



Top Shelf International Holdings Ltd

#### All Correspondence to:

- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993  
Sydney NSW 2001 Australia
- 📠 **By Fax:** +61 2 9290 9655
- 💻 **Online:** www.boardroomlimited.com.au
- ☎ **By Phone:** (within Australia) 1300 737 760  
(outside Australia) +61 2 9290 9600

## YOUR VOTE IS IMPORTANT

For your vote to be effective it must be recorded **before 10:00am (AEDT) on Sunday, 12 December 2021.**

### 🖥 TO VOTE ONLINE

### 📱 BY SMARTPHONE

**STEP 1: VISIT** <https://www.votingonline.com.au/tsiagm2021>

**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**

**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

### TO VOTE BY COMPLETING THE PROXY FORM

#### STEP 1 APPOINTMENT OF PROXY

Indicate who you want to appoint as your Proxy.

If you wish to appoint the Chair of the Meeting as your proxy, mark the box. If you wish to appoint someone other than the Chair of the Meeting as your proxy please write the full name of that individual or body corporate. If you leave this section blank, or your named proxy does not attend the meeting, the Chair of the Meeting will be your proxy. A proxy need not be a securityholder of the company. Do not write the name of the issuer company or the registered securityholder in the space.

##### Appointment of a Second Proxy

You are entitled to appoint up to two proxies to attend the meeting and vote. If you wish to appoint a second proxy, an additional Proxy Form may be obtained by contacting the company's securities registry or you may copy this form.

To appoint a second proxy you must:

- complete two Proxy Forms. On each Proxy Form state the percentage of your voting rights or the number of securities applicable to that form. If the appointments do not specify the percentage or number of votes that each proxy may exercise, each proxy may exercise half your votes. Fractions of votes will be disregarded.
- return both forms together in the same envelope.

#### STEP 2 VOTING DIRECTIONS TO YOUR PROXY

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

##### Proxy which is a Body Corporate

Where a body corporate is appointed as your proxy, the representative of that body corporate attending the meeting must have provided an "Appointment of Corporate Representative" prior to admission. An Appointment of Corporate Representative form can be obtained from the company's securities registry.

#### STEP 3 SIGN THE FORM

The form **must** be signed as follows:

**Individual:** This form is to be signed by the securityholder.

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

**Power of Attorney:** to sign under a Power of Attorney, you must have already lodged it with the registry. Alternatively, attach a certified photocopy of the Power of Attorney to this form when you return it.

**Companies:** this form must be signed by a Director jointly with either another Director or a Company Secretary. Where the company has a Sole Director who is also the Sole Company Secretary, this form should be signed by that person. **Please indicate the office held by signing in the appropriate place.**

#### STEP 4 LODGEMENT

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **10:00am (AEDT) on Sunday, 12 December 2021.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

Proxy forms may be lodged using the enclosed Reply Paid Envelope or:

- 🖥 **Online** <https://www.votingonline.com.au/tsiagm2021>
- 📠 **By Fax** + 61 2 9290 9655
- ✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia
- 👤 **In Person** Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

# Top Shelf International Holdings Ltd

ABN 22 164 175 535

## Your Address

This is your address as it appears on the company's share register. If this is incorrect, please mark the box with an "X" and make the correction in the space to the left. Securityholders sponsored by a broker should advise their broker of any changes.

**Please note, you cannot change ownership of your securities using this form.**

## PROXY FORM

### STEP 1 APPOINT A PROXY

I/We being a member/s of **Top Shelf International Holdings Ltd** (Company) and entitled to attend and vote hereby appoint:

the **Chair of the Meeting** (mark box)

**OR** if you are **NOT** appointing the Chair of the Meeting as your proxy, please write the name of the person or body corporate (excluding the registered securityholder) you are appointing as your proxy below

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held **virtually on Tuesday, 14 December 2021 at 10:00am (AEDT)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters: If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 3 or 4, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 3 and 4 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 3 and 4). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

### STEP 2 VOTING DIRECTIONS

\* If you mark the Abstain box for a particular item, you are directing your proxy not to vote on your behalf on a show of hands or on a poll and your vote will not be counted in calculating the required majority if a poll is called.

		For	Against	Abstain*
Resolution 1	Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2	Election of Director – Adem Karafili	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3	Approval of grant of Securities to CEO and Director – Drew Fairchild	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 4	Approval of grant of Securities to the Executive Chairman and Director – Adem Karafili	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5	Ratification of prior issue – June 2021 Option Issue	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 6	Ratification of prior issue – Placement	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 7	Approval of Additional 10% Placement Capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

### STEP 3 SIGNATURE OF SECURITYHOLDERS

This form must be signed to enable your directions to be implemented.

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2021

# ONLINE SHAREHOLDERS' MEETING GUIDE 2021

## Attending the AGM virtually

If you choose to participate online, you will be able to view a live webcast of the meeting, ask questions and submit your votes in real time.

### To access the meeting:

Visit [web.lumiagm.com/386669116](http://web.lumiagm.com/386669116) on your computer, tablet or smartphone. You will need the latest version of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible.

## Meeting ID: 386-669-116

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:00am (AEDT), 14 December 2021

## Using the Lumi AGM platform:

### ACCESS

The 1<sup>st</sup> page of the platform will ask in what capacity you are joining the meeting.

Shareholders or appointed proxies should select

**"Shareholder or Proxyholder"**

Guests should select **"Guest"**



### CREDENTIALS

#### Shareholders/Proxys

Your username is your **Voting Access Code** and your password is your **Postcode or Country Code**, or, for Non-Australian residents, your **3-letter country code**.

Proxy holders should obtain their log in credentials from the registrar by calling 1300 737 760



#### Guests

Please enter your name and email address to be admitted into the meeting.

*Please note, guests will not be able to ask questions or vote at the meeting.*



## NAVIGATION

Once successfully authenticated, the home page will appear. You can view meeting instructions, ask questions and watch the webcast.

If viewing on a computer the webcast will appear at the side automatically once the meeting has started.

On a mobile device, select the broadcast icon at the bottom of the screen to watch the webcast.



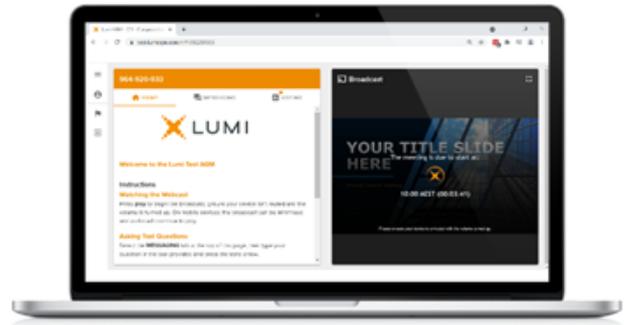
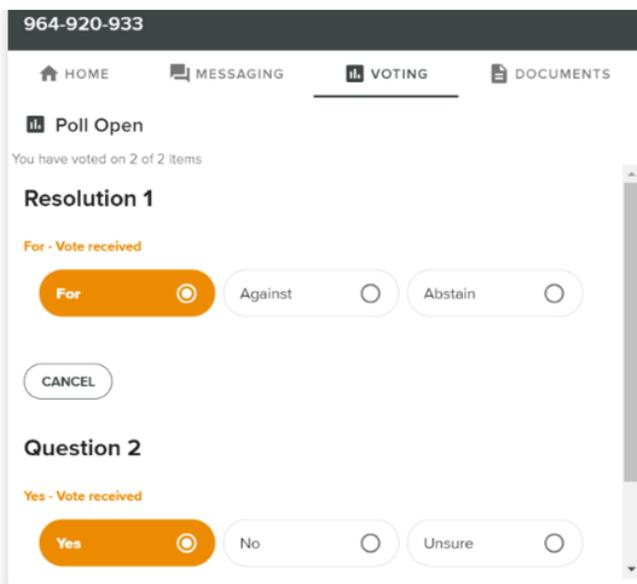
During the meeting, mobile users can minimise the webcast at any time by selecting the arrow by the broadcast icon. You will still be able to hear the meeting. Selecting the broadcast icon again will reopen the webcast.

## VOTING

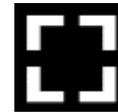
The Chair will open voting on all resolutions at the start of the meeting. Once voting has opened, the voting tab will appear on the navigation bar.



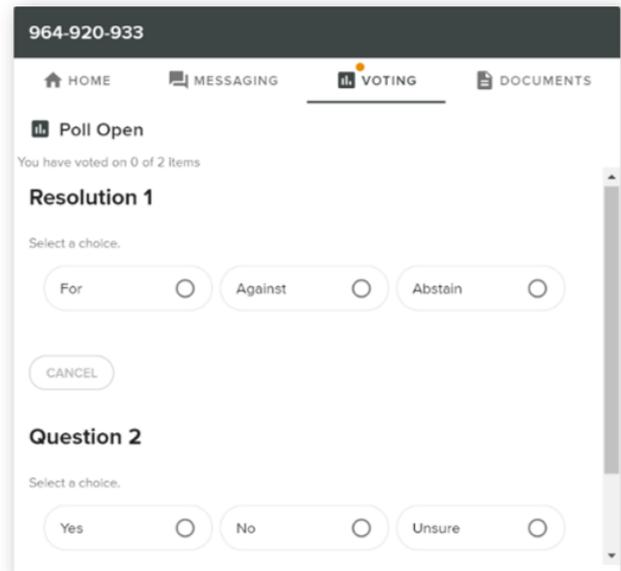
Selecting this tab will open a list of all resolutions and their voting options.



Desktop / Laptop users can watch the webcast full screen, by selecting the full screen icon.



To reduce the webcast to its original size, select the X at the top of the broadcast window.



To vote, simply select your voting direction from the options displayed on screen. Your selection will change colour and a confirmation message will appear.

To change your vote, simply select another option. If you wish to cancel your vote, please press cancel.

There is no need to press a submit or send button. Your vote is automatically counted.

Voting can be performed at any time during the meeting until the Chair closes the poll.

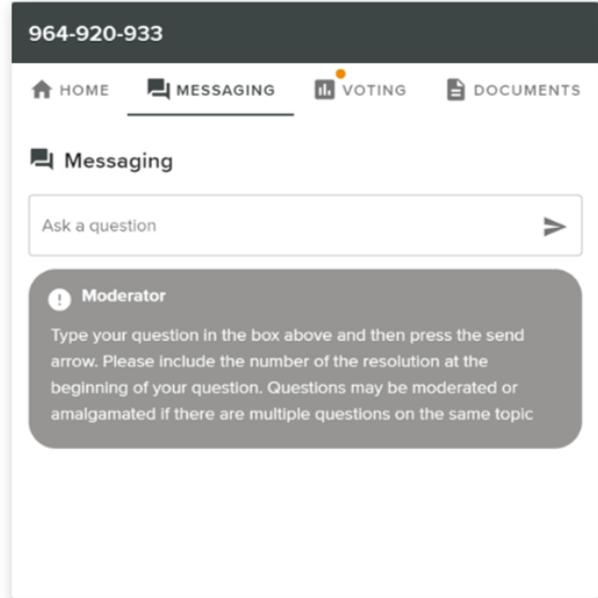
## QUESTIONS

Any shareholder or appointed proxy is eligible to ask questions.

If you would like to ask a question. Select the messaging tab.



Messages can be submitted at any time from the start of the meeting, up until the Chair closes the Q&A session.

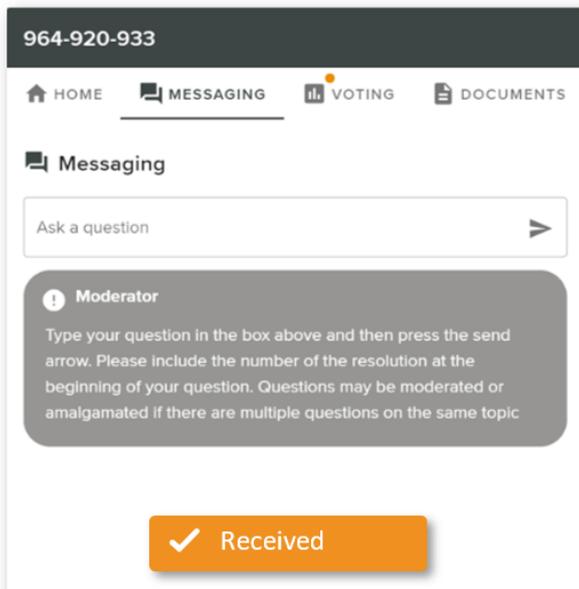


Select the “Ask a Question” box and type in your message.

Once you are happy with your message, select the send icon.



Questions sent via the Lumi platform may be moderated before being sent to the Chair. This is to avoid repetition and remove any inappropriate language.



### Asking Audio Questions

If you are a shareholder or proxy you can ask a verbal question. Dial by your location below:

- +61 7 3185 3730 Australia
- +61 8 6119 3900 Australia
- +61 8 7150 1149 Australia
- +61 2 8015 6011 Australia
- +61 3 7018 2005 Australia

Find your local number: <https://boardroom-media.zoom.us/j/acqWmpYciu>

Once dialled in you will be asked to enter a meeting ID. Please ensure your webcast is muted before joining the call.

You will be asked for a participant pin however simply press # to join the meeting. You will be muted upon entry. To ask a question press \*9 to signal the moderator. Once your question has been answered your line will be muted. Feel free to either hang up or stay on the line. For additional questions press \*9 to signal the operator.

Meeting ID: 386-669-116

To login you must have your **Voting Access Code (VAC)** and **Postcode or Country Code**

The website will be open and available for log in from 9:00am (AEDT), 14 December 2021

## Country Codes

For overseas shareholders, select your country code from the list below and enter it into the password field.

<b>ABW</b> Aruba	<b>DZA</b> Algeria	<b>LBR</b> Liberia	<b>ROU</b> Romania
<b>AFG</b> Afghanistan	<b>ECU</b> Ecuador	<b>LBY</b> Libyan Arab Jamahiriya	<b>RUS</b> Russian Federation
<b>AGO</b> Angola	<b>EGY</b> Egypt	<b>LCA</b> St Lucia	<b>RWA</b> Rwanda
<b>AIA</b> Anguilla	<b>ERI</b> Eritrea	<b>LIE</b> Liechtenstein	<b>SAU</b> Saudi Arabia Kingdom Of
<b>ALA</b> Aland Islands	<b>ESH</b> Western Sahara	<b>LKA</b> Sri Lanka	<b>SDN</b> Sudan
<b>ALB</b> Albania	<b>ESP</b> Spain	<b>LSO</b> Lesotho	<b>SEN</b> Senegal
<b>AND</b> Andorra	<b>EST</b> Estonia	<b>LTU</b> Lithuania	<b>SGP</b> Singapore
<b>ANT</b> Netherlands Antilles	<b>ETH</b> Ethiopia	<b>LUX</b> Luxembourg	<b>SGS</b> Sth Georgia & Sth Sandwich Isl
<b>ARE</b> United Arab Emirates	<b>FIN</b> Finland	<b>LVA</b> Latvia	<b>SHN</b> St Helena
<b>ARG</b> Argentina	<b>FJI</b> Fiji	<b>MAC</b> Macao	<b>SJM</b> Svalbard & Jan Mayen
<b>ARM</b> Armenia	<b>FLK</b> Falkland Islands (Malvinas)	<b>MAF</b> St Martin	<b>SLB</b> Solomon Islands
<b>ASM</b> American Samoa	<b>FRA</b> France	<b>MAR</b> Morocco	<b>SLC</b> Serbia & Outlying
<b>ATA</b> Antarctica	<b>FRO</b> Faroe Islands	<b>MCO</b> Monaco	<b>SLE</b> Sierra Leone
<b>ATF</b> French Southern	<b>FSM</b> Micronesia	<b>MDA</b> Republic Of Moldova	<b>SLV</b> El Salvador
<b>ATG</b> Antigua & Barbuda	<b>GAB</b> Gabon	<b>MDG</b> Madagascar	<b>SMR</b> San Marino
<b>AUS</b> Australia	<b>GBR</b> United Kingdom	<b>MDV</b> Maldives	<b>SOM</b> Somalia
<b>AUT</b> Austria	<b>GEO</b> Georgia	<b>MEX</b> Mexico	<b>SPM</b> St Pierre And Miquelon
<b>AZE</b> Azerbaijan	<b>GGY</b> Guernsey	<b>MHL</b> Marshall Islands	<b>SRB</b> Serbia
<b>BDI</b> Burundi	<b>GHA</b> Ghana	<b>MKD</b> Macedonia Former Yugoslav Rep	<b>STP</b> Sao Tome And Principe
<b>BEL</b> Belgium	<b>GIB</b> Gibraltar	<b>MLI</b> Mali	<b>SUR</b> Suriname
<b>BEN</b> Benin	<b>GIN</b> Guinea	<b>MLT</b> Mauritania	<b>SVK</b> Slovakia
<b>BFA</b> Burkina Faso	<b>GLP</b> Guadeloupe	<b>MMR</b> Myanmar	<b>SVN</b> Slovenia
<b>BGD</b> Bangladesh	<b>GMB</b> Gambia	<b>MNE</b> Montenegro	<b>SWE</b> Sweden
<b>BGR</b> Bulgaria	<b>GNB</b> Guinea-Bissau	<b>MNG</b> Mongolia	<b>SWZ</b> Swaziland
<b>BHR</b> Bahrain	<b>GNQ</b> Equatorial Guinea	<b>MNP</b> Northern Mariana Islands	<b>SYC</b> Seychelles
<b>BHS</b> Bahamas	<b>GRC</b> Greece	<b>MOZ</b> Mozambique	<b>SYR</b> Syrian Arab Republic
<b>BIH</b> Bosnia & Herzegovina	<b>GRD</b> Grenada	<b>MRT</b> Mauritania	<b>TCA</b> Turks & Caicos Islands
<b>BLM</b> St Barthelemy	<b>GRL</b> Greenland	<b>MSR</b> Montserrat	<b>TCO</b> Chad
<b>BLR</b> Belarus	<b>GTM</b> Guatemala	<b>MTQ</b> Martinique	<b>TGO</b> Togo
<b>BLZ</b> Belize	<b>GUF</b> French Guiana	<b>MUS</b> Mauritius	<b>THA</b> Thailand
<b>BMU</b> Bermuda	<b>GUM</b> Guam	<b>MWI</b> Malawi	<b>TJK</b> Tajikistan
<b>BOL</b> Bolivia	<b>GUY</b> Guyana	<b>MYS</b> Malaysia	<b>TKL</b> Tokelau
<b>BRA</b> Brazil	<b>HKG</b> Hong Kong	<b>MYT</b> Mayotte	<b>TKM</b> Turkmenistan
<b>BRB</b> Barbados	<b>HMD</b> Heard & Mcdonald Islands	<b>NAM</b> Namibia	<b>TLS</b> Timor-Leste
<b>BRN</b> Brunei Darussalam	<b>HND</b> Honduras	<b>NCL</b> New Caledonia	<b>TMP</b> East Timor
<b>BTN</b> Bhutan	<b>HRV</b> Croatia	<b>NER</b> Niger	<b>TON</b> Tonga
<b>BUR</b> Burma	<b>HTI</b> Haiti	<b>NFK</b> Norfolk Island	<b>TTO</b> Trinidad & Tobago
<b>BVT</b> Bouvet Island	<b>HUN</b> Hungary	<b>NGA</b> Nigeria	<b>TUN</b> Tunisia
<b>BWA</b> Botswana	<b>IDN</b> Indonesia	<b>NIC</b> Nicaragua	<b>TUR</b> Turkey
<b>CAF</b> Central African Republic	<b>IMN</b> Isle Of Man	<b>NIU</b> Niue	<b>TUV</b> Tuvalu
<b>CAN</b> Canada	<b>IND</b> India	<b>NLD</b> Netherlands	<b>TWN</b> Taiwan
<b>CCK</b> Cocos (Keeling) Islands	<b>IoT</b> British Indian Ocean Territory	<b>NOR</b> Norway Montenegro	<b>TZA</b> Tanzania United Republic of
<b>CHE</b> Switzerland	<b>IRL</b> Ireland	<b>NPL</b> Nepal	<b>UGA</b> Uganda
<b>CHL</b> Chile	<b>IRN</b> Iran Islamic Republic of	<b>NRU</b> Nauru	<b>UKR</b> Ukraine
<b>CHN</b> China	<b>IRQ</b> Iraq	<b>NZL</b> New Zealand	<b>UMI</b> United States Minor
<b>CIV</b> Cote D'ivoire	<b>ISM</b> Isle of Man	<b>OMN</b> Oman	<b>URY</b> Uruguay
<b>CMR</b> Cameroon	<b>ISL</b> Iceland	<b>PAK</b> Pakistan	<b>USA</b> United States of America
<b>COD</b> Democratic Republic of Congo	<b>ISR</b> Israel	<b>PAN</b> Panama	<b>UZB</b> Uzbekistan
<b>COK</b> Cook Islands	<b>ITA</b> Italy	<b>PCN</b> Pitcairn Islands	<b>VNM</b> Vietnam
<b>COL</b> Colombia	<b>JAM</b> Jamaica	<b>PER</b> Peru	<b>VUT</b> Vanuatu
<b>COM</b> Comoros	<b>JEY</b> Jersey	<b>PHL</b> Philippines	<b>WLF</b> Wallis & Futuna
<b>CPV</b> Cape Verde	<b>JOR</b> Jordan	<b>PLW</b> Palau	<b>WSM</b> Samoa
<b>CRI</b> Costa Rica	<b>JPN</b> Japan	<b>PNG</b> Papua New Guinea	<b>YEM</b> Yemen
<b>CUB</b> Cuba	<b>KAZ</b> Kazakhstan	<b>POL</b> Poland	<b>YMD</b> Yemen Democratic
<b>CYM</b> Cayman Islands	<b>KEN</b> Kenya	<b>PRI</b> Puerto Rico	<b>YUG</b> Yugoslavia Socialist Fed Rep
<b>CYP</b> Cyprus	<b>KGZ</b> Kyrgyzstan	<b>PRK</b> Korea Dem Peoples Republic of	<b>ZAF</b> South Africa
<b>CXR</b> Christmas Island	<b>KHM</b> Cambodia	<b>PRT</b> Portugal	<b>ZAR</b> Zaire
<b>CZE</b> Czech Republic	<b>KIR</b> Kiribati	<b>PRY</b> Paraguay	<b>ZMB</b> Zambia
<b>DEU</b> Germany	<b>KNA</b> St Kitts And Nevis	<b>PSE</b> Palestinian Territory Occupied	<b>ZWE</b> Zimbabwe
<b>DJI</b> Djibouti	<b>KOR</b> Korea Republic of	<b>PYF</b> French Polynesia	
<b>DMA</b> Dominica	<b>KWT</b> Kuwait	<b>QAT</b> Qatar	
<b>DNK</b> Denmark	<b>LAO</b> Laos	<b>REU</b> Reunion	
<b>DOM</b> Dominican Republic	<b>LBN</b> Lebanon		