

ASX Announcement 25 September 2023

1ST Group (ASX:1ST) Notice of Annual General Meeting and Proxy Form

1ST Group Limited (the Company) is pleased to advise that the Annual General Meeting of the Company will be held at 9:00am (AEDT) on Thursday 26 October 2023 at the offices of Automic, Level 5, 126 Phillip Street, Sydney NSW 2000.

In accordance with Listing Rule 3.17, attached are the following documents:

- Letter to Shareholders;
- Notice of Annual General Meeting; and
- Proxy Form.

For more information, please contact:

Joshua Munday
Chief Executive Officer

E: jmunday@1stgrp.com

W: www.1stgrp.com

This announcement was approved for release by the 1ST Group Board of Directors.

25 September 2023

Dear Shareholder

Annual General Meeting – Notice of Meeting and Proxy Form

The Annual General Meeting of 1st Group Limited (ASX: 1ST) will be held at 9:00am (AEDT) on Thursday 26 October 2023 at the offices of Automic, Level 5, 126 Phillip Street, Sydney NSW 2000.

In accordance with Part 1.2AA of the *Corporations Act 2001* (Cth), the Company will only be dispatching physical copies of the Notice of Meeting (**Notice**) to Shareholders who have elected to receive the Notice in physical form. If you have nominated an email address and elected to receive electronic communications from the Company, we will email you a link to an electronic copy of the Notice of Meeting. If you wish to receive a hard copy of the Notice of Meeting, please contact the Company Secretary on elizabeth.spooner@automicgroup.com.au. For further information on your right to elect to receive documents from the Company electronically or physically, please refer to the Company's website at <https://www.1stgrp.com/>.

The Notice is being made available to Shareholders electronically and can be viewed and downloaded online at the following link: <https://www.1stgrp.com/>. The Notice of Meeting will also be posted on the Company's ASX market announcement page.

Your vote is important

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

To vote in person, attend the Meeting on the date and at the place set out above. If you plan to attend the Meeting in person, please bring your proxy form to facilitate your registration. Alternatively, shareholders are strongly encouraged to complete and submit their vote by proxy by using one of the following methods:

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Log into the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form.
By Post	Completing the enclosed Proxy Form and posting it to: Automic, GPO Box 5193, Sydney NSW 2001
By hand	Completing the enclosed Proxy Form and delivering it by hand to: Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy Form must be received not later than 48 hours before the commencement of the Meeting. Proxy Forms received later than this time will be invalid. The Chair intends to vote all open proxies in favour of all resolutions, where permitted.

Shareholders will be able to vote and ask questions at the Meeting. Shareholders are also encouraged to submit questions in advance of the Meeting to the Company. Questions must be submitted in writing to the Company Secretary at elizabeth.spooner@automicgroup.com.au at least 48 hours before the Meeting.

On behalf of the Board, thank you for your continued support as a shareholder. We look forward to welcoming you to our AGM on Thursday 26 October 2023.

Yours faithfully
Elizabeth Spooner
Company Secretary

1st Group Limited
Level 5, 126 Phillip St
SYDNEY NSW 2000
ACN: 138 897 533

<https://www.1stgrp.com/>



1ST Group Limited

Notice of Annual General Meeting Explanatory Statement | Proxy Form

Thursday 26 October 2023

9.00am (AEDT)

Address

Level 5, 126 Phillip Street, SYDNEY NSW 2000

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

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Venue and Voting Information

The Annual General Meeting (AGM) of the Shareholders to which this Notice of Meeting relates will be held at 9:00am (AEDT) on Thursday 26 October 2023 at Level 5, 126 Phillip Street, Sydney, NSW.

Your vote is important

The business of the AGM affects your shareholding and your vote is important.

Voting in person

To vote in person, attend the AGM on the date and at the place set out above.

Voting by proxy

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: Login to the Automic website using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number (Securityholder Reference Number (SRN) or Holder Identification Number (HIN)) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/virtual-agms/
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By email	Completing the enclosed Proxy Form and emailing it to: meetings@automicgroup.com.au

Your Proxy instruction must be received not later than 48 hours before the commencement of the Meeting. **Proxy Forms received later than this time will be invalid.**

Power of Attorney

If the proxy form is signed under a power of attorney on behalf of a shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is sent with the proxy form, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

If a representative of a corporate shareholder or a corporate proxy will be attending the Meeting, the representative should bring to the Meeting adequate evidence of their appointment, unless this has previously been provided to the Share Registry.

Notice of Annual General Meeting

Notice is hereby given that an Annual General Meeting of Shareholders of 1st Group Limited ACN 138 897 533 will be held at 9:00am (AEDT) on 26 October 2023 at Level 5, 126 Phillip Street, Sydney, NSW 2000 (**Meeting**).

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

The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Annual General Meeting are those who are registered Shareholders at 7:00pm (AEDT) on Tuesday, 24 October 2023.

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

Agenda

Ordinary business

Financial statements and reports

“To receive and to consider the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Directors’ Report, the Remuneration Report and the Auditor’s Report for that financial year.”

Note: This item of ordinary business is **for discussion only and is not a resolution**.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions about, or make comments in relation to, each of the aforementioned reports during consideration of these items.

Resolutions

Remuneration Report

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

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

“That, for the purpose of Section 250R(2) of the Corporations Act and for all other purposes, approval is given for the adoption of the Remuneration Report as contained in the Company’s Annual Financial Report for the financial year ended 30 June 2023.”

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

Voting Exclusion Statement: In accordance with the Corporations Act, the Company will disregard any votes cast on Resolution 1 by or on behalf of a member of the Company’s key management personnel (including the Directors), whose remuneration details are included in the Remuneration Report (**KMP**), or any of that person’s Closely Related Parties (such as close family members and any controlled companies of those persons) (collectively referred to as Restricted Voter). However, the Company need not disregard a vote if:

- (a) it is cast by a person as a proxy appointed in writing that specifies how the proxy is to vote on Resolution 1; and
- (b) it is not cast on behalf of a Restricted Voter.

If you appoint the person chairing the Meeting (**Chair**) and you are not a Restricted Voter, by submitting the Proxy Form you authorise the person chairing the Meeting to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP, and you will be taken to have directed the Chair to vote in accordance with his or her stated intention to vote in favour of Resolution 1. If you do not want your vote exercised in favour of Resolution 1, you should direct the person chairing the Meeting to vote “against”, or to abstain from voting on, this Resolution.

Change of Company Name

2. **Resolution 2** – Change of Company Name

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

“That, for the purposes of section 157(1) of the Corporations Act and for all other purposes, the name of the Company be changed to Visionflex Group Limited, effective from the date ASIC alters the details of the Company’s registration.”

Election and Re-election of Directors

3. Resolution 3 – Election of Christopher Whitehead as a Director

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

“That Mr Christopher Whitehead, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

4. Resolution 4 – Election of Geoffrey Neate as a Director

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

“That Mr Geoffrey Neate, a Director appointed as an additional Director and holding office until the next general meeting of the Company after his appointment in accordance with the Company’s Constitution and ASX Listing Rule 14.4, be elected as a Director of the Company, effective immediately.”

5. Resolution 5 – Re-election of John Nantes as Director

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

“That Mr John Nantes, a Director who retires by rotation in accordance with the Company’s Constitution and ASX Listing Rule 14.5, and being eligible offers himself for re-election as a Director of the Company, effective immediately.”

ASX Listing Rule 7.1A (Additional 10% Capacity)

6. Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

“That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue) calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 6 by or on behalf of:

- (a) a 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 ordinary securities in the Company); or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 6 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Adoption of 1st Group Omnibus Incentive Plan

7. Resolution 7 – Adoption of 1st Group Omnibus Incentive Plan

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

“That, for the purposes of ASX Listing Rule 7.2 (exception 13(b), section 260C(4) of the Corporations Act) and for all other purposes, the Shareholders of the Company approve the adoption of an employee incentive plan titled 1st Group Omnibus Incentive Plan, on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 7 by or on behalf of:

- (a) a person who is eligible to participate in the Employee Incentive Plan; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 7 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 7 if:

- (a) the proxy is either:
 - (i) a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity; or
 - (ii) a closely related party of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the key management personnel for the Company or, if the Company is part of a consolidated entity, for the entity.

Consolidation of Capital

8. Resolution 8 – Consolidation of Capital

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

“That, for the purposes of section 254H of the Corporations Act and for all other purposes, the issued capital of the Company be consolidated on the terms and conditions set out in the Explanatory Statement and on the basis that:

- (a) every fifty (50) Shares be consolidated into one (1) Share; and*
- (b) the Options be consolidated in accordance with Listing Rule 7.22.1,*

and where this consolidation results in a fraction of a Security being held, the Company be authorised to round that fraction up to the nearest whole Security with the Consolidation to take effect in accordance with the timetable and otherwise on the terms and conditions as set out in the Explanatory Statement.”

Ratification of Prior Issue of Securities

9. Resolution 9 – Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 65,359,541 Placement Shares issued on 27 March 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

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

- (a) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (b) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 9 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

10. **Resolution 10** – Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1

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

“That, for the purposes of ASX Listing Rule 7.4 and for all other purposes, the Shareholders ratify the allotment and prior issue of 63,457,840 Placement Shares issued on 5 May 2023 and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 10 by or on behalf of:

- (c) a person who participated in the issue or is a counterparty to the agreement being approved; or
- (d) an Associate of that person or those persons.

However, this does not apply to a vote cast in favour of Resolution 10 by:

- (iv) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with directions given to the proxy or attorney to vote on the Resolution in that way; or
- (v) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (vi) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder votes on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Director Incentives

11. Resolution 11 – Approval of Issue of Performance Rights to Geoffrey Neate, Director of the Company

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

“That, subject to Resolution 7 being passed, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 7,428,572 unlisted Performance Rights under the Incentive Plan to Geoffrey Neate (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 11 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons

However, this does not apply to a vote cast in favour of Resolution 11 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 11 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

12. **Resolution 12** – Approval of Issue of Performance Rights to John Nantes, Director of the Company

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

“That, subject to Resolution 8 being passed, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 7,428,572 unlisted Performance Rights under the Incentive Plan to John Nantes (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 12 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons

However, this does not apply to a vote cast in favour of Resolution 12 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 12 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

13. **Resolution 13** – Approval of Issue of Performance Rights to Christopher Whitehead, Director of the Company

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

“That, subject to Resolution 8 being passed, for the purposes of section 208 of the Corporations Act, ASX Listing Rule 10.14 and for all other purposes, the Shareholders of the Company approve the issue and allotment of 10,678,572 unlisted Performance Rights under the Incentive Plan to Christopher Whitehead (or his nominee), a Director of the Company, and otherwise on the terms and conditions set out in the Explanatory Statement which accompanies and forms part of this Notice of Meeting.”

Voting Exclusion Statement: The Company will disregard any votes cast in favour of Resolution 13 by or on behalf of:

- (a) a person referred to in rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Incentive Plan; or
- (b) an Associate of that person or those persons

However, this does not apply to a vote cast in favour of Resolution 13 by:

- (i) a person as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with direction given to the proxy or attorney to vote on the Resolution in that way; or
- (ii) the Chair of the Meeting as proxy or attorney for a person who is entitled to vote on the Resolution, in accordance with a direction given to the Chair to vote on the Resolution as the Chair decides; or
- (iii) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the Resolution; and
 - the holder vote on the Resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Voting Prohibition Statement: In accordance with section 250BD of the Corporations Act, a person appointed as a proxy must not vote, on the basis of that appointment, on Resolution 13 if:

- (a) the proxy is either:
 - (i) a member of the Company's Key Management Personnel; or
 - (ii) a closely related party of a member of the Company's Key Management Personnel; and
- (b) the appointment does not specify the way the proxy is to vote on the resolution.

However, the above prohibition does not apply if:

- (a) the proxy is the Chair of the Meeting; and
- (b) the appointment expressly authorises the Chair to exercise the proxy even if the Resolution is connected directly or indirectly with remuneration of a member of the Company's Key Management Personnel.

Amendment to the Constitution

14. Resolution 14 – Amendment to the Constitution

To consider and, if thought fit, to pass with or without amendment, the following resolution as a **Special Resolution**:

“That, for the purposes of section 136 of the Corporations Act and for all other purposes, the constitution of the Company be repealed and replaced with a constitution in the form of the document tabled at this Meeting and signed by the Chair for the purposes of identification, effective immediately.”

BY ORDER OF THE BOARD

Elizabeth Spooner
Company Secretary

Explanatory Statement

This Explanatory Statement has been prepared for the information of the Shareholders in connection with the business to be conducted at the Annual General Meeting to be held at 9:00am (AEDT) on Thursday, 26 October 2023 at Level 5, 126 Phillip Street, Sydney, NSW, 2000 (**Meeting**)

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

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

Full details of the business to be considered at the Annual General Meeting are set out below.

Agenda

Ordinary business

Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Annual General Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 30 June 2023 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report.

In accordance with the amendments to the Corporations Act, the Company is no longer required to provide a hard copy of the Company's Annual Financial Report to Shareholders unless a Shareholder has specifically elected to receive a printed copy.

Whilst the Company will not provide a hard copy of the Company's Annual Financial Report unless specifically requested to do so, Shareholders may view the Company Annual Financial Report on its website at <https://www.1stgrp.com/>.

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

The Company's auditor will be present at the Meeting. During the discussion of this item, the auditor will be available to answer questions on the:

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

Written questions of the auditor

If you would like to submit a written question about the content of the Auditor's Report or the conduct of the audit of the Annual Financial Report of the Company's auditor, please send your question to the Company Secretary. A list of qualifying questions will be made available at the Meeting. Please note that all written questions must be received at least five business days before the Meeting, which is by 19 October 2023.

Resolutions

Remuneration Report

Resolution 1 – Adoption of Remuneration Report

In accordance with section 250R(2) of the Corporations Act, the Company is required to present to its Shareholders the Remuneration Report as disclosed in the Company's Annual Financial Report.

The vote on the Resolution is advisory only and does not bind the Directors or the Company. The Remuneration Report is set out in the Company's Annual Financial Report and is also available on the Company's website at <https://www.1stgrp.com/>.

However, if at least 25% of the votes cast are against the adoption of the Remuneration Report at the Meeting (subject of this Notice of Meeting), and then again at the 2024 Annual General Meeting (**2024 AGM**), the Company will be required to put to the vote a resolution (**Spill Resolution**) at the 2024 AGM to approve the calling of a further meeting (**Spill Meeting**). If more than 50% of Shareholders vote in favour of the Spill Resolution, the Company must convene the Spill Meeting within 90 days of the 2024 AGM. All of the Directors who were in office when the 2024 Directors' Report was approved, other than the Managing Director, will (if desired) need to stand for re-election at the Spill Meeting.

The Remuneration Report explains the Board's policies in relation to the nature and level of remuneration paid to KMPs (including Directors) and sets out remuneration details, service agreements and the details of any share-based compensation.

Voting

Note that a voting exclusion applies to Resolution 1 in the terms set out in the Notice of Meeting. In particular, the Directors and other Restricted Voters must not vote on this Resolution and must not cast a vote as proxy, unless the appointment gives a direction on how to vote, or the proxy is given to the Chair and you submit the Proxy Form, authorising the Chair to exercise the proxy even though Resolution 1 is connected directly or indirectly with the remuneration of a KMP and that in doing so you will be taken to have directed the Chair to vote in accordance with the Chair's stated intention to vote in favour of Resolution 1.

Shareholders are urged to read carefully the Proxy Form and to provide a direction to the proxy on how to vote on this Resolution.

Change of Company Name

Resolution 2 – Change of Company Name

The Company proposes to change its name from "1st Group Limited" to "Visionflex Group Limited" which more accurately reflects the existing and proposed future business operations and direction of the Company. The change of name will take effect from when ASIC alters the details of the Company's registration.

The Company also proposes to change its ASX ticker code from "1st" to 'VFX' to reflect this change, subject to confirmation by ASX. This change in name will not in itself, affect the legal status of the Company or any of its assets or liabilities.

The proposed name has been reserved with ASIC by the Company and if this Resolution is passed the Company will lodge a copy of the Special Resolution with ASIC following the Meeting in order to effect the change.

Pursuant to section 157(1) of the Corporations Act, a change in Company name can only be

effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Election & Re-election of Directors

Resolution 3 – Election of Christopher Whitehead as a Director

Clause 13.4 of the Company's Constitution provides that a Director appointed either to fill a casual vacancy or as an addition to the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed to fill a casual vacancy or as an addition to the Board must not hold office (without re-election) past the next annual general meeting. The Company seeks approval for the election of Christopher Whitehead as a Director.

Mr Christopher Whitehead was appointed as an additional Director of the Company on 15 December 2022 and has since served as a Director of the Company.

Under this Resolution, Mr Christopher Whitehead seeks election as a Director of the Company at this AGM.

Mr Whitehead has over 20 years' experience as a Board Director across a wide range of business sectors and ranging from significant national corporates to start-ups.

His health care industry experience includes service as a Director of CUA Health Insurance and as a Director of the WA Cancer Support Agency. Chris secured NT Health and ACT Health, Hampsons Pathology and St Vincents Adelaide as significant clients for an IT services company he established for an overseas parent.

He has also held significant CEO roles including over 5 years at each of BankWest Retail Bank, CUA (now Great Southern Bank) and at FINSIA (Financial Services Institute of Australasia). He is currently a Non Executive Director of IMB Bank and Chair of the Board Risk Committee. He was previously a Non Executive Director of WISR (ASX:WZR) for six years and also, by virtue of his FINSIA role, was a member of the ASX Corporate Governance Council.

He commenced his career in information technology working for a global organisation moving through a range of technical roles into executive roles in product management and major projects delivery. His entrepreneurial ability has been demonstrated in various joint ventures and merger transactions and in leading corporate strategy development for major organisations.

Directors' recommendation

The Directors (excluding Mr Christopher Whitehead) recommend that Shareholders vote for this Resolution.

Resolution 4 – Election of Geoffrey Neate as a Director

Clause 13.4 of the Company's Constitution provides that a Director appointed either to fill a casual vacancy or as an addition to the existing Directors holds office only until the next following annual general meeting and is then eligible for re-election.

ASX Listing Rule 14.4 also provides that each additional director appointed to fill a casual vacancy

or as an addition to the Board must not hold office (without re-election) past the next annual general meeting. The Company seeks approval for the election of Geoffrey Neate as a Director.

Mr Geoffrey Neate was appointed as an additional Director of the Company on 29 November 2022 and has since served as a Director of the Company.

Under this Resolution, Mr Geoffrey Neate seeks election as a Director of the Company at this AGM.

Mr Neate (B.Bus (Monash) MMkt (Melb)) founded Spirit Telecom (ASX:ST1) in 2005 and led the company through the listing process, completing 15 years as Managing Director and CEO in September 2019. Under Geoff's leadership Spirit completed 8 acquisitions and was recognised as Australia's Fastest internet provider in 2015. Prior to founding Spirit, Geoff has held executive roles with Primus Telecom, RACV, Telstra and Lend Lease. Since completing his executive career, Geoff has been on a number of private, small business boards and Chairs public unlisted company, Thinxtra Limited.

Directors' recommendation

The Directors (excluding Mr Geoffrey Neate) recommend that Shareholders vote for this Resolution.

Resolution 5 – Re-election of John Nantes as Director

The Company's Constitution requires that at the Company's annual general meeting, one third of the Directors shall retire from office. The retiring Directors must not be a Managing Director. The Directors to retire at the annual general meeting are those who have been in office the longest since their last election. It has been agreed that Mr Brook Adcock will retire by rotation at this Meeting

ASX Listing Rule 14.5 also provides that an entity which has Directors must hold an election of Directors at each annual general meeting.

Mr John Nantes was appointed as a Director of the Company on 17 June 2022 and was elected as a Director at the EGM held on 16 June 2022.

Under this Resolution, Mr John Nantes has elected to retire by rotation, and being eligible, seeks re-election as a Director of the Company at this AGM.

Mr Nantes has over 25 years of experience in Financial Services, Private Equity, Tax and Accounting, Corporate Finance, Capital Markets, and M&A. He is also the Executive Chairman of Income Asset Management (IAM:ASX), a leading financial services company specialising in yield based assets, the Chairman of Wisr (WZR:ASX), a non-bank lender of consumer loans in Australia, and a non-executive director of Thinxtra, a public non-listed IOT technology company. Mr Nantes has a strong reputation for advising to or directly building profitable and fast growing businesses, especially those reliant on; technology, product innovation, and market disruption with strict compliance/governance requirements, having previously also held corporate roles such as; Group Head of WHK/Crowe Horwath Wealth Management, CEO Prescott Securities, and Executive roles at St George Bank/ Bank SA and financial advisory roles at Colonial State Bank.

Mr Nantes holds Bachelor Law (Deakin University), Bachelor Commerce and Bachelor of Arts (University of Melbourne), Diploma of Financial Planning and is a Member NTAA and Member FPA.

Directors' recommendation

The Directors (excluding Mr John Nantes) recommend that Shareholders vote for this Resolution.

ASX Listing Rule 7.1A (Additional 10% Capacity)

Resolution 6 – ASX Listing Rule 7.1A Approval of Future Issue of Securities

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

Under Listing Rule 7.1A, however, an eligible entity can seek approval from its members, by way of a special resolution passed at its annual general meeting, to add an additional 10% 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).

As of the date of this Notice of Meeting, the Company has a market capitalisation of approximately \$12.75 million and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity this Resolution will be withdrawn.

This Resolution seeks Shareholder approval by way of a special resolution for the Company to have the additional 10% capacity provided for in Listing Rule 7.1A to issue equity securities without Shareholder approval.

If this Resolution 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 is not passed, the Company will not be able to access the additional 10% capacity to issue equity securities without Shareholder approval provided for in Listing Rule 7.1A and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in Listing Rule 7.1.

Information Required by ASX Listing Rule 7.3A

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

Period for which the approval will be valid

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

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

Minimum price at which the equity securities may be issued under 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.

The issue price per equity security must not be less than 75% of the volume weighted average market price of the equity securities in that class, calculated over 15 trading days on which trades in that class were recorded immediately before:

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

Purposes for which the funds raised by an issue of equity securities under 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 this Notice, 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 Shareholders approve this Resolution. However, if Shareholders approved this Resolution and the Company did raise funds from the issue of equity securities under Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) raising funds to further develop the Company's business; and
- (b) raising funds to be applied to the Company's working capital requirements.

Risk of economic and voting dilution to existing ordinary Securityholders

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

There is a risk that:

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

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

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

Variable "A" ASX Listing Rule 7.1A.2		Potential Dilution and Funds Raised		
		\$0.0045 50% decrease in issue price	\$0.009 issue price ^(b)	\$0.018 100% increase in issue price
"A" is the number of shares on issue, ^(a) being 1,416,991,197 Shares	10% voting dilution ^(c)	141,699,119	141,699,119	141,699,119
	Funds raised	\$637,646	\$1,275,292	\$2,550,584
"A" is a 50% increase in shares on issue, being 2,125,486,795 Shares	10% voting dilution ^(c)	212,548,679	212,548,679	212,548,679
	Funds raised	\$956,469	\$1,912,938	\$3,825,876
"A" is a 100% increase in shares on issue, being 2,833,982,394 Shares	10% voting dilution ^(c)	283,398,239	283,398,239	283,398,239
	Funds raised	\$1,275,292	\$2,550,584	\$5,101,168

Notes:

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

Allocation policy for issues under Listing Rule 7.1A

The Company's allocation policy and the identity of the allottees of equity securities under Listing Rule 7.1A will depend on a number of factors, including:

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

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

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

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

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

The Company previously obtained Shareholder approval under Listing Rule 7.1A at the 2022 AGM. However, the Company has not issued or agreed to issue equity securities under Listing Rule 7.1A.2 in the 12 months preceding the AGM.

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

Directors' recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Adoption of 1st Group Omnibus Incentive Plan

Resolution 7 – Adoption of 1st Group Omnibus Incentive Plan

Background

The Company's existing employee incentive plan titled 1st Group Limited Option Plan was last approved by Shareholders of the Company on 23 November 2021. The Company now seeks Shareholder approval to adopt a new incentive plan titled "1st Group Omnibus Incentive Plan" (**Incentive Plan**) for the purposes set out in this Explanatory Statement.

The Incentive Plan aims to align long term incentives for directors and senior executives with the

delivery of sustainable value to Shareholders. This alignment of interests is important in ensuring that senior executives are focused on delivering sustainable returns to Shareholders, whilst allowing the Company to attract and retain directors and senior executives of a high calibre. The Incentive Plan aims to link the long term remuneration of participants with the economic benefit derived by Shareholders over the relevant measurement period and forms part of the Company's overall remuneration strategy. The Company seeks Shareholder approval to adopt the Incentive Plan, which, amongst other provisions includes the new terms and conditions required by Division 1A of Part 7.12 of the Corporations Act, which replaced the previous relief provided by ASIC Class Order 14/1000 (Employee Incentive Scheme). The Incentive Plan will also provide the ability in the future to issue Shares (which includes Deferred Shares, Exempt Shares and Loan Shares), Options and Performance Rights.

For the initial rollout of incentives for the FY24-26 period, the Board intends to issue approximately 60 million unlisted Rights to employees invited to participate in the Incentive Plan. The issue is scheduled to take place following the 2023 AGM following receipt of Shareholder approval of the Incentive Plan. If Shareholder approval is not obtained, the Company remains committed to incentivising its employees and aligning their interests with those of Shareholders, and will likely complete the grant by utilising its capacity.

The Rights will vest over a two-year period, vesting in two (2) equal tranches from date the share price performance milestone is achieved. The vesting conditions have been designed to align employee interests to the Company's specific strategic goals and increase of the Company's share price over the period.

The Board considers that the Share price performance hurdle is important to ensure that the interests of Shareholders are aligned with key performers, management and employees of the Company.

ASX Listing Rules

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

Relevantly, Listing Rule 7.2 (Exception 13(b)) provides that Listing Rule 7.1 does not apply to an issue of securities under an employee incentive scheme if, within three years before the date of issue of the securities, the holders of the entity's ordinary securities have approved the issue of equity securities under the scheme as exception to Listing Rule 7.1.

Exception 13(b) is only available if and to the extent that the number of equity securities issued under the scheme does not exceed the maximum number set out in the entity's notice of meeting dispatched to shareholders in respect of the meeting at which shareholder approval was obtained pursuant to Listing Rule 7.2 (Exception 13(b)). Exception 13(b) also ceases to be available if there is a material change to the terms of the scheme from those set out in the notice of meeting.

If Resolution 8 is passed, the Company will be able to issue securities under the Incentive Plan to eligible participants over a period of 3 years from the date of the Meeting that will be excluded from the calculation of the number of equity securities that the Company can issue without Shareholder approval under Listing Rule 7.1 (up to the maximum number of securities stated in paragraph (c) below).

For the avoidance of doubt, the Company must seek Shareholder approval under Listing Rule 10.14 in respect of any future issues of securities under the Incentive Plan to a related party or a person whose relationship with the Company or the related party is, in ASX's opinion, such that approval should be obtained.

If Resolution 8 is not passed, the Company will be able to proceed with the issue of securities under the Incentive Plan to eligible participants, but any issues of securities will reduce, to that

extent, the Company's capacity to issue equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the issue of those securities.

Technical information required by Listing Rule 7.2 (Exception 13)

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13), the following information is provided in relation to Resolution 8:

- (a) a summary of the key terms and conditions of the Incentive Plan is set out in Annexure A;
- (b) the Company has not issued any securities under the proposed Incentive Plan Listing Rule 7.2 (Exception 13) as no securities have been issued under the proposed Incentive Plan and Shareholder approval has not previously been sought in respect of the proposed Incentive Plan;
- (c) the maximum number of securities proposed to be issued under the Incentive Plan in reliance on Listing Rule 7.2 (Exception 13(b)), is 141,699,119 securities (which represents 10% of the Issued Capital at the time of this Notice); and
- (d) a voting exclusion statement is included in the Notice of Meeting.

This maximum number of securities identified in paragraph (c) above is not intended to be a prediction of the actual number of securities to be issued under the Incentive Plan but is specified for the purposes of setting a ceiling on the number of securities approved to be issued under and for the purposes of Listing Rule 7.2, Exception 13(b). Once that number is reached, any additional issues of securities under the Incentive Plan would not have the benefit of Exception 13 without a fresh shareholder approval.

For completeness, even though the Company has not issued any securities under the proposed Incentive Plan, the Company has issued 13,230,000 securities under the existing 1st Group Limited Option Plan.

Approval of the Incentive Plan for the purposes of the Corporations Act - Financial Assistance - section 260C(4)

Section 260A of the Corporations Act provides that a company may financially assist a person to acquire shares in the company or a holding company of the company only if:

- (a) giving of the assistance does not materially prejudice the interests of the company or its shareholders, or the company's ability to pay its creditors; or
- (b) the assistance is approved by shareholders under section 260B of the Corporations Act; or
- (c) the assistance is exempted under section 260C of the Corporations Act.

Section 260C(4) of the Corporations Act provides an exemption to the financial assistance prohibition, if the financial assistance is given under an employee share scheme approved at a meeting of shareholders via an ordinary resolution.

It is possible that administration of the Incentive Plan on behalf of Participants, the issue or transfer of Shares to a Participant under the Incentive Plan or the grant of Options or Performance Rights to Participants could be determined to be the provision of financial assistance by the Company for the purposes of section 260A. The Directors do not believe that the provision of this financial assistance will materially prejudice the interests of the Company or its Shareholders or the Company's ability to pay its creditors. Shareholder approval is being sought under this Resolution to enable the Company to qualify for the exemption offered by section 260C(4) of the Corporations Act.

Directors Recommendation

The Board of Directors recommend that Shareholders vote for this Resolution.

Consolidation of Capital

Resolution 8 – Consolidation of Capital

Background

Under section 254H of the Corporations Act, a company may consolidate its shares if the consolidation is approved by an ordinary resolution of shareholders at a general meeting.

The Company proposes to consolidate its share capital through the consolidation of every 50 Shares into one Share (**Share Consolidation**).

The Share Consolidation ratio was determined so that the share price of the Company following implementation of the Share Consolidation would be approximately \$0.45 per Share, based on the closing price of the Shares of \$0.009 on 15 August 2023.

If the Share Consolidation is approved, it is expected that it will take effect in accordance with the timetable set out below.

Effect on Shareholders

As the Share Consolidation applies equally to all Shareholders, individual shareholdings will be reduced in the same ratio as the total number of Shares (subject only to the rounding of fractions). As such, the Share Consolidation will have no material effect on the percentage interest of each individual Shareholder.

Similarly, other than minor changes as a result of rounding, the aggregate value of each Shareholder's Shares (and the Company's market capitalisation) should not materially change as a result of the Share Consolidation alone (that is, assuming no other market movements or impacts occur).

Shareholders should note that the Share Consolidation, if approved, could also have an effect on the Company's share price. The price per Share may increase proportionately to reflect the reduced number of Shares on issue (although this is not certain and may be impacted by market movements or other events). As noted above, the Company has chosen the ratio of 50:1 to achieve an anticipated post-Share Consolidation price per Share of approximately \$0.45. The actual effect of the Share Consolidation on the Company's share price will depend on a number of factors outside the control of the Company, and the market price following the Share Consolidation may be higher or lower than the anticipated post-Share Consolidation price.

If Resolution 9 is passed, the Share Consolidation will be implemented and binding upon all Shareholders, regardless of how (or if) they vote on the resolution.

Reasons for Share Consolidation

At the date of this Notice, the Company has a total of 1,416,991,197 Shares on issue. The Share Consolidation is expected to result in a more appropriate and effective capital structure for the Company and a more appealing share price to a wider range of investors.

The Board also considers the Share Consolidation will have the following benefits:

- better market perception from investors who equate a low share price with the perception of a poorly performing company; and
- interest from quality, long term institutional investors, equity funds and lending institutions who seek stability and long term growth.

Following implementation of the Share Consolidation, the Company expects there will be 28,339,824 shares on issue (rounded up to the nearest whole number for each holder and assuming no further share issues occur between the date of this Notice and the effective date for the Share Consolidation).

Options

At the date of this Notice, the Company has 35,496,997 Options on issue, held by employees, former Directors and contractors of the Company and its subsidiaries. The Options were issued under the ESOP.

The Options comprise:

- Listing Rule 7.22 provides that, in a consolidation of capital, the number of options on issue must be consolidated in the same ratio as the entity's ordinary capital and the exercise price must be amended in inverse proportion to that ratio. Accordingly, if Resolution 8 is passed, the Options will also be consolidated on a 50:1 basis, and the applicable exercise price will be revised upwards in inverse proportion to that ratio. The following table sets out the number of Options that will be on issue and their applicable exercise price if the Share Consolidation is implemented:

Pre-consolidation		Post-consolidation	
Employee and Contractor Options			
No. of Options	450,000	No. of Options	9,000
Exercise Price	\$0.23	Exercise Price	\$11.50
Expiry Date	1 Jun 2024	Expiry Date	1 Jun 2024
No. of Options	1,838,429	No. of Options	36,769
Exercise Price	\$0.23	Exercise Price	\$11.50
Expiry Date	20 Oct 2024	Expiry Date	20 Oct 2024
No. of Options	85,000	No. of Options	1,700
Exercise Price	\$0.35	Exercise Price	\$17.50
Expiry Date	14 Apr 2025	Expiry Date	14 Apr 2024
No. of Options	1,000,000	No. of Options	20,000
Exercise Price	\$0.105	Exercise Price	\$5.25
Expiry Date	12 Dec 2023	Expiry Date	12 Dec 2023
No. of Options	1,000,000	No. of Options	20,000
Exercise Price	\$0.105	Exercise Price	\$5.25
Expiry Date	15 Aug 2024	Expiry Date	15 Aug 2024
No. of Options	4,390,000	No. of Options	87,800
Exercise Price	\$0.022	Exercise Price	\$1.10
Expiry Date	30 Nov 2026	Expiry Date	30 Nov 2026
Former Director Options			
No. of Options	849,838	No. of Options	16,997
Exercise Price	\$0.23	Exercise Price	\$11.50
Expiry Date	1 Jan 2024	Expiry Date	1 Jan 2024
No. of Options	127,506	No. of Options	2,550
Exercise Price	\$0.23	Exercise Price	\$11.50
Expiry Date	20 Oct 2024	Expiry Date	20 Oct 2024
No. of Options	368,981	No. of Options	7,380

Exercise Price	\$0.23	Exercise Price	\$11.50
Expiry Date	1 Jan 2024	Expiry Date	1 Jan 2024
No. of Options	1,944,443	No. of Options	38,889
Exercise Price	\$0.23	Exercise Price	\$11.50
Expiry Date	13 Apr 2025	Expiry Date	13 Apr 2025
No. of Options	3,000,000	No. of Options	60,000
Exercise Price	\$0.105	Exercise Price	\$5.25
Expiry Date	19 Nov 2024	Expiry Date	19 Nov 2024
No. of Options	20,442,800	No. of Options	408,856
Exercise Price	\$0.022	Exercise Price	\$1.10
Expiry Date	30 Nov 2026	Expiry Date	30 Nov 2026

The expiry dates of Options do not change.

Director incentives

The Director Incentives proposed in Resolutions 11 to 13 have been prepared on the assumption Pre-Share Consolidation taking effect.

Treatment of fractions

Where the consolidation of Shares or Options results in an entitlement to a fraction of a security, the fraction will be rounded up to the next whole number of securities.

Effect on capital structure

The effect which the Share Consolidation will have on the Company's capital structure is set out in the table below:

Capital Structure	Shares	Options ¹	Performance Rights ²
Pre-consolidation	1,416,991,197	35,496,997	86,491,193
Post-consolidation (if Resolution 8 passed)	28,339,824	709,940	1,729,824

Notes:

1. Assumes no Options are exercised prior to completion of the Share Consolidation.
2. Assumes all Performance Rights offers are accepted and issued.
3. Subject to rounding.

Indicative Timetable*

If approved by Shareholders, the proposed Consolidation will take effect in accordance with the following indicative timetable (which has been prepared in accordance with Appendix 7A (paragraph 7) of the ASX Listing Rules).

Event	Date
Company announces Consolidation	25 September 2023
Date of Meeting	26 October 2023

Effective date of Consolidation	26 October 2023
Last day for trading in pre-Consolidation Shares	27 October 2023
Trading commences in the post-Consolidation Shares on a deferred settlement basis	30 October 2023
Record Date - Last day for Company to register transfers on a pre-Consolidation basis	31 October 2023
First day for Company to update register and send holding statements to shareholders reflecting the change in the number of shares they hold	1 November 2023
Last day for the Company to send notice to Shareholders of the change in their details of holdings. Deferred settlement market ends (provided all holding statements have been sent before noon Sydney time otherwise deferred settlement trading will end on the next Business Day).	8 November 2023

*This timetable is indicative only and is subject to change.

After the Share Consolidation becomes effective, all holding statements for Shares and certificates for Options will cease to have any effect except as evidence of entitlement to a certain number of post-Share Consolidation Shares and Options. The Company will arrange for new holding statements and certificates to be issued in accordance with the requirements of the Listing Rules.

It is the responsibility of each holder of securities to check the number of securities held prior to disposal or exercise (as the case may be).

Taxation

Holders of Shares or Options are advised to seek their own tax advice on the effect of the Share Consolidation and the corresponding changes to the Options. Neither the Company, nor its advisers, accept any responsibility for the individual taxation implications arising from the Share Consolidation or the corresponding changes to the Options.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Ratification of Prior Issue of Securities

Resolutions 9 and 10 – Ratification of Prior Issue of Placement Shares under ASX Listing Rule 7.1

Background

On 20 March 2023, the Company announced that it had entered into binding agreement for a private placement of shares ("**Placement Shares**"), raising \$985,452 (before costs) ("**Placement**") to fund working capital in the operation of the business.

The Placement, through the issue of 128,817,381 ordinary shares at an issue price of \$0.00765 per share to existing shareholder and sophisticated investor (pursuant to s708(8) of Corporations Act), Mr John Plummer was undertaken under Listing Rule 7.1 in two tranches. The issue of these Placement Shares occurred on 27 March 2023 for Tranche 1 and 5 May 2023 for Tranche 2. The Placement Shares are subject to voluntary escrow for 12 months from the date of issue.

Accordingly, on 27 March 2023 the Company issued 65,359,541 Placement Shares for Tranche 1 and 63,457,840 Placement Shares issued on 5 May 2023 for Tranche 2 with both tranches utilising its existing capacity under Listing Rule 7.1.

ASX Listing Rule 7.1

Resolutions 9 and 10 proposes that Shareholders of the Company approve and ratify the prior issue and allotment of 128,817,381 Placement Shares which was issued on 27 March 2023 and 5 May 2023 (**Issue Date**).

All of the Placement Shares were issued by utilising the Company's existing capacity under Listing Rule 7.1.

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

The issue of Placement Shares did not fit within any of the exceptions to Listing Rule 7.1 and, as it has not been approved by the Company's Shareholders, it effectively uses up part of the 15% limit in Listing Rule 7.1, reducing the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1 for the 12 month period following the Issue Date.

Listing Rule 7.4 allows the Shareholders of a listed company to approve an issue of equity securities after it has been made or agreed to be made. If they do, the issue is taken to have been approved under Listing Rule 7.1 and so does not reduce the Company's capacity to issue further equity securities without Shareholder approval under Listing Rule 7.1.

The Company wishes to retain as much flexibility as possible to issue additional equity securities into the future without having to obtain Shareholder approval for such issues under Listing Rule 7.1.

To this end, Resolutions 9 and 10 seek Shareholder approval to subsequently approve the issue of Placement Shares for the purposes of Listing Rule 7.4.

If Resolutions 9 and 10 are passed, the issue of Placement Shares will be excluded in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

If Resolutions 9 and 10 are not passed, the issue of Placement Shares will be included in calculating the Company's 15% capacity to issue equity securities under Listing Rule 7.1 without Shareholder approval over the 12 month period following the Issue Date.

Information required by ASX Listing Rule 7.5

The following information is provided to Shareholders for the purposes of Listing Rule 7.5.

- (a) The Placement Shares were issued to existing shareholder and sophisticated investor (pursuant to s708(8) of Corporations Act), Mr John Plummer.
- (b) The Company issued 128,817,381 Placement Shares under Listing Rule 7.1.
- (c) The Placement Shares were fully paid on issue and ranked equally in all aspects with all existing fully paid ordinary shares previously issued by the Company.
- (d) The Placement Shares were issued on 27 March 2023 and 5 May 2023.
- (e) Each of the Placement Shares were issued at an issue price of \$0.00765 (0.765 cents) per Placement Share, which raised a total of \$985,452 (before costs) for the Company.
- (f) Funds raised from the issue of the Shares have been and will be used by the Company to fund working capital in the operation of the business and costs of the Placement.
- (g) The Placement Shares were not issued under an agreement.

Directors' recommendation

The Board of Directors recommend that Shareholders vote for Resolutions 9 and 10.

Director Incentives

Resolutions 11 to 13 – Approval of Issue of Performance Rights to Directors of the Company

Background

Subject to Resolution 7 being approved by Shareholders of the Company, Resolutions 11, 12 and 13 seeks Shareholder approval to issue and allot an aggregate total of 25,535,714 unlisted Performance Rights under the Incentive Plan to Mr Christopher Whitehead, Mr Geoff Neate and Mr John Nantes (or their nominees), Directors of the Company.

The Board (with the conflicted Directors excluded) considers that the issue of the Performance Rights is an appropriate mechanism to further align the interests of the Directors with Shareholders of the Company, whilst motivating an appreciation in price beyond \$0.035 per share, a 389% premium to the closing price of \$0.009 on 7 September 2023. The Company believes that it is an appropriate time to put in place an incentive program for Directors and employees of the Company.

Each of the Directors is proposed to receive the following:

Table A			
Director	Type of Performance Rights	Number of Performance Rights	Dilution
Christopher Whitehead, Non-Executive Chair	Tranche 1	6,964,286	
	Tranche 2	3,714,286	
	Total	10,678,572	0.754%
Geoff Neate, Non-Executive Director	Tranche 1	3,714,286	
	Tranche 2	3,714,286	
	Total	7,428,572	0.524%
John Nantes, Non-Executive Director	Tranche 1	3,714,286	
	Tranche 2	3,714,286	
	Total	7,428,572	0.524%

The material terms of the Performance Rights are as follows:

Table B	
Terms	Description
Exercise price	Nil
Expiry date	3 years from the date of issue
Vesting Conditions	The Performance Rights will be subject to vesting conditions which have been designed to align director interests to the Company's specific strategic goals and increase of the Company's share price over the period. Vesting conditions including the following specific share price performance milestones:

	<ul style="list-style-type: none"> • Tranche 1 - Share price performance hurdle of \$0.014 (1.4 cents) • Tranche 2 - Share price performance hurdle of \$0.035 (3.5 cents) <p>Subject to satisfaction of the Vesting Conditions the Performance Rights may be exercised into Shares. However, the Shares will be subject to voluntary escrow until six (6) months after the director has ceased to be on the Board of the Company.</p>
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The terms of the Performance Right, which all have vesting conditions, have been designed to assist in aligning the interest of the recipients to the Shareholders of the Company, and where applicable to remunerate each of them appropriately.

Director and Related Party Approvals

ASX Listing Rule 10.14 provides that a listed company must not permit any of the following persons to acquire securities under an employee incentive scheme unless it obtains the approval of its shareholders:

- (a) a director of the Company;
- (b) an associate of a director of the Company; or
- (c) a person whose relationship with the Company or a person referred to in Listing Rule 10.14.1 or 10.14.2 is such that, in ASX's opinion, the acquisition should be approved by its shareholders. If approval is obtained under Listing Rule 10.14, in accordance with Listing Rule 10.12 (exception 8), separate approval is not required under Listing Rule 10.11.

The proposed issue of Performance Rights under the Incentive Plan to Mr Geoff Neate, Mr John Nantes and Mr Christopher Whitehead, constitutes the acquisition of securities under an employee incentive scheme for the purposes of Listing Rule 10.14 and therefore requires the approval of the Company's shareholders under Listing Rule 10.14. and therefore requires the approval of the Company's shareholders under Listing Rule 10.14.

To this end, Resolutions 11-13 seeks the required Shareholder approval to issue the Performance Rights to Mr Geoffrey Neate Mr John Nantes and Mr Christopher Whitehead or their nominees) under and for the purposes of Listing Rule 10.14. If Resolutions 11 to 13 are passed, the Company will be able to proceed with the proposed issue of Performance Rights.

If Resolutions 11 to 13 are not passed, the Company will not be able to proceed with the proposed issue. The Board will not seek to negotiate an alternative such as cash to the value of the proposed grant of Options to directors.

Chapter 2E of the Corporations Act

Chapter 2E of the Corporations Act prohibits the Company from giving a financial benefit to a related party of the Company unless either:

- (a) the giving of the financial benefit falls within one of the exceptions to the provisions; or
- (b) Shareholder approval is obtained prior to the giving of the financial benefit.

The proposed issue of Performance Rights (which is a type of equity security, for the purposes of the ASX Listing Rules) constitutes the giving of a financial benefit.

A "related party" for the purposes of the Corporations Act and the Listing Rules is widely defined and includes a director of a public company, a spouse of a director of a public company or an entity controlled by a director of a public company. The definition of "related party" also includes a person whom there is reasonable grounds to believe will become a "related party" of a public company.

As Mr Geoffrey Neate Mr John Nantes and Mr Christopher Whitehead are current Directors of the Company, they are a "related party" of the Company.

The Board (with the conflicted Directors excluded) carefully considered the issue of Performance

Rights and formed the view that the giving of the financial benefit to that Director was reasonable remuneration given the circumstances of the Company, the quantum and terms of the Performance Rights and the responsibilities held by that Director in the Company.

Accordingly, the non-conflicted Director of the Company considers that the issue of these Performance Rights to each of the Directors falls within the “reasonable remuneration” exception as set out in section 211 of the Corporations Act, and relies on this exception for the purposes of Resolutions 11 to 13. Therefore, the proposed issue of Performance Rights to Mr Geoffrey Neate, Mr John Nantes and Mr Christopher Whitehead requires Shareholder approval under and for the purposes of Listing Rule 10.14 only.

Information Required by ASX Listing Rule 10.15

The following information in relation to the issue of Performance Rights is provided to Shareholders for the purposes of ASX Listing Rule 10.15:

- (a) The names of the persons to propose to acquire the Performance Rights are as follows:
 - (i) Resolution 11: Geoffrey Neate (or his nominee), Non-Executive Director
 - (ii) Resolution 12: John Nantes (or his nominee), Non-Executive Director
 - (iii) Resolution 13: Christopher Whitehead (or his nominee), Non-Executive Director & Chair
- (b) Each of the Directors falls within the category as set out in Listing Rule 10.14.1 as they are each a Director of the Company and therefore related parties of the Company.
- (c) The maximum number of Performance Rights for which Shareholder approval is being sought is 25,535,714 comprising:
 - (i) 7,428,572 Performance Rights to Geoffrey Neate (or his nominee);
 - (ii) 7,428,572 Performance Rights to John Nantes (or his nominee); and
 - (iii) 10,678,572 Performance Rights to Christopher Whitehead (or his nominee).
- (d) Details of each of the Director’s current total remuneration package (excluding superannuation) is as follows:

Director	Current Financial Year 1 July 2023 to 30 June 2024	Previous Financial Year 1 July 2022 to 30 June 2023
Christopher Whitehead	\$70,000	\$37,917 ¹
Geoff Neate	\$50,000	\$32,083 ²
John Nantes	\$50,000	\$54,460 ³

Notes:

1. Mr Whitehead was appointed as non-executive director of the Company on 15 December 2022 and his pro-rata annual directors fee was \$37,917 and from 1 July 2023 his base remuneration is \$70,000. The amount detailed above is pro-rata for the period 15 December 2022 to 30 June 2023
 2. Mr Neate was appointed as non-executive director of the Company on 29 November 2022 and his pro-rata annual directors fee was \$32,083 and from 1 July 2023 his base remuneration is \$50,000. The amount detailed above is pro-rata for the period 29 November 2022 to 30 June 2023
 3. Mr Nantes was appointed as non-executive director of the Company on 17 June 2022 and the amount detailed for the Previous Financial Year above detailed above includes \$4,460 pro-rata for the period 17 June 2022 to 30 June 2022.
- (e) The Company has not previously issued securities under the Incentive Plan to Mr Geoffrey Neate, Mr John Nantes and Mr Christopher Whitehead. Since the 1st Group Limited Option Plan was last approved by Shareholders on 23 November 2020, the Company advises that it has issued 13,230,000 under the Incentive Plan.

- (f) The material terms of the Performance Rights are set out in Table B above and include: Exercise price of \$nil per Performance Right, and an expiry date which is 3 years from the date of issue. The Performance Rights will also be issued pursuant to the Incentive Plan, which is subject to Shareholder approval under Resolution 7 of this Notice, and a copy of the Incentive Plan is set out in Annexure A. The Company has decided to choose this type of equity security as it is unlisted (therefore has no immediate dilutionary impact on shareholders) and the terms can be structured to assist in aligning the interests of the holders with Shareholders of the Company.
- (g) Based on a Black-Scholes model valuation considering the share price on 7 September 2023, being A\$0.009 each, a risk free rate of 4.1% and a volatility of 131%), the value of the Performance Rights has been assessed to be A\$0.005 to 0.007 per Performance Right.

Name	Value of Performance Rights
Christopher Whitehead	\$60,357
Geoff Neate	\$40,857
John Nantes	\$40,857

- (h) The Performance Rights will be issued to the Directors no later than 3 years after the date of the Meeting (or such later date as permitted by any ASX waiver or modification of ASX Listing Rules) and it is anticipated that Performance Rights will be issued on one date.
- (i) The Performance Rights will be granted for nil cash consideration, accordingly no funds will be raised.
- (j) The Performance Rights are proposed to be issued to each of the Directors as part of their remuneration, which is not uncommon for Directors of smaller cash constrained listed entities. The issue of incentive securities (such as Performance Rights) is a cost effective and efficient reward, as opposed to alternative forms of incentives, such as additional cash payments.
- (k) A summary of the Incentive Plan is set out in Annexure A of this Notice.
- (l) There will be no loan made to the person in relation to the issue of Performance Rights.
- (m) Details of any securities issued under the 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.
- (n) Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of securities under the Plan after the Resolutions 11-13 are approved, and who were not named in this Notice will not participate until approval is obtained under that rule.

Amendment to the Constitution

Resolution 14 – Amendment to the Constitution

The Company's current constitution was adopted by the Company following receipt of Shareholder approval on 29 November 2022. The Company is proposing some modifications to its Constitution to reflect certain changes the Corporations Act 2001, including to raise the 5% cap on securities issued for monetary consideration under an employee incentive scheme to 10% in accordance with Division 1A of Part 7.12.

Division 1A into Part 7.12 of the Corporations Act (**ESS Regime**) governing the operation of employee share schemes such as the Incentive Plan came into effect on 1 October 2022. For awards under an employee share scheme in relation to which no monetary consideration is

payable, the ESS Regime provides that there is no limitation on the number of awards or underlying shares which may be offered. Therefore, offers of such non-monetary awards under the Incentive Plan relying on the ESS Regime are not subject to any issue cap. However, for awards under an employee share scheme in relation to which monetary consideration is payable, the prescribed issue cap percentage under the ESS Regime is 5% or such other figure as set out in the company's constitution. Accordingly, the Company is proposing to increase the issue cap to 10% for the purposes of section 1100V(2)(a) of the Corporations Act to retain as much flexibility as possible in connection with the issue of awards under an employee incentive scheme relying on the ESS Regime.

The Company has prepared an updated Constitution (**New Constitution**) which incorporates the amendment set out below.

(a) Insert additional clause 2.15 as follows:

2.15 Section 1100V of the Corporations Act

The prescribed percentage for the purposes of section 1100V(2)(a) of the Corporations Act is 10%.

Prior to the Meeting, a copy of the New Constitution is available for review by Shareholders at the Company's registered office during normal business hours. A copy of the New Constitution can also be sent to Shareholders of the Company upon a request being made to the Company Secretary.

A complete signed copy of the New Constitution will be tabled at the Meeting.

Pursuant to section 136(2) of the Corporations Act, a modification to the Company's Constitution can only be effected by way of a Special Resolution passed by its Shareholders. Therefore, this Resolution is a Special Resolution that can only be passed if at least 75% of the total votes cast by Shareholders entitled to vote on this Resolution are voted in its favour.

Professional Advice

If you have any doubt or do not understand this Resolution, it is strongly recommended that you seek advice from a solicitor or other professional advisor.

Directors' Recommendation

The Board of Directors recommend Shareholders vote for this Resolution.

Enquiries

Shareholders are asked to contact the Company Secretary on +61 2 8072 1400 if they have any queries in respect of the matters set out in these documents.

Glossary

AEDT means Australian Eastern Daylight Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2023 Annual Report to Shareholders for the period ended 30 June 2023 which will be lodged by the Company with ASX by 30 September 2023.

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

ASIC means Australian Securities and Investment Commission.

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

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires, of 20 Bridge Street, Sydney, NSW 2000.

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

Auditor's Report means the auditor's report of PKF (NS) Audit and Assurance Limited as included in the Annual Financial Report, which will be lodged by the Company with ASX by 30 September 2023.

Board means the current board of Directors of the Company.

Business Day means a day on which trading takes place on the stock market of ASX.

Chair means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

- (a) a spouse or child of the member;
- (b) a child of the member's spouse;
- (c) a dependant of the member or of the member's spouse;
- (d) anyone else who is one of the member's family and may be expected to influence the member, or be influenced by the member, in the member's dealings with the Company;
- (e) a company the member controls; or
- (f) a person prescribed by the *Corporation Regulations 2001* (Cth).

Company means 1st Group Limited ACN 138 897 533.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

Dollar or "\$" means Australian dollars.

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

Incentive Plan means the employee incentive scheme entitled "1st Group Omnibus Incentive Plan" for which Shareholder approval is being sought for the adoption of under Resolution 7 of this Notice of Meeting.

Incentive Securities means the Securities that may be granted by the Company pursuant to the

terms of the Incentive Plan.

KMP means key management personnel (including the Directors) whose remuneration details are included in the Remuneration Report.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of Annual general meeting dated 25 September 2023 including the Explanatory Statement.

Option means an option which, subject to its terms, could be exercised into a Share.

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

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

Performance Right means a performance right which, subject to its terms, could convert to a Share.

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

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

Restricted Voter means a member of the Company's KMP and any Closely Related Parties of those members.

Securities mean Shares and/or Options or Performance Rights (as the context requires).

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

Shareholder means a holder of a Share.

Share Registry means Automatic Registry Services.

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

Spill Meeting means the meeting that will be convened within 90 days of the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

Spill Resolution means the resolution required to be put to Shareholders at the 2023 AGM if a threshold of votes is cast against the adoption of the Remuneration Report at the Meeting and the 2023 AGM.

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

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

Annexure A – Summary of the Omnibus Incentive Plan (Plan)

Set out below is a summary of the key terms of the Rules for the Omnibus Incentive Plan (**Plan Rules**).

1. **Purpose:** The purpose of the Plan is to provide Eligible Participants with an opportunity to share in the growth in value of the Company, to encourage them to improve the Company's return to shareholders.
2. **Eligibility:** An “**Eligible Participant**” is any employee, contractor or director (or prospective employee, contractor or director) of the Company or its subsidiaries selected by the Board to participate in the Plan.
3. **Making of Awards:** Under the Plan, the Company may offer “Options”, “Performance Rights”, “Loan Shares”, “Deferred Share Awards” or “Exempt Share Awards” as “**Awards**” to Eligible Participants. Required terms of the different types of Awards are contained in the Plan Rules.
4. **Offers of Awards:** The Company may make offers under the Plan (**Offers**) to any Eligible Participant, on such conditions as set out in the Plan and in the Eligible Participant's Offer and may amend any Offer related to any Award. Each Offer must be in writing and include information specified by the Plan.
5. **Dilution limit:** An Offer of Awards must not be made if:
 - (a) the number of ordinary shares (**Shares**) which are the subject of the Offer, and any other outstanding Offers;
 - (b) plus the number of Shares issued during the previous five years under the Plan or any other employee share scheme (adjusted if necessary in each case for capital reorganisations);
 - (c) plus the maximum number of Shares which could be issued under all outstanding granted Awards,
 - (d) but disregarding any Offer made, or Award or Share offered or issued under:
 - (i) an offer to a person outside Australia at the time of the offer;
 - (ii) an offer that did not need disclosure to investors because of section 708 of the Corporations Act; or
 - (iii) an offer made under a disclosure document as defined in the Corporations Act,

would exceed 10% of the number of Shares on issue at the time of the Offer.
6. **Vesting Conditions:** The Awards will vest and become exercisable upon the satisfaction of any “**Vesting Conditions**” specified in the Offer. If Vesting Conditions are not specified in the Offer and the Offer does not expressly state that no vesting conditions apply, default Vesting Conditions contained in the Plan Rules will apply. Vesting Conditions may be waived at the absolute discretion of the Board (unless such waiver is excluded by the terms of the Award).

7. **Exercise:** The vesting of an Award on the satisfaction of any Vesting Conditions will not automatically trigger the exercise of the Award unless the Award has a nil Exercise Price, in which case:
- (a) the terms of any Award which has a nil Exercise Price may provide for the Award to be exercised automatically upon vesting; and
 - (b) even if the terms of the Award do not provide for the Award to be exercised automatically upon vesting, the Board may in its absolute discretion waive any requirement that an issued Award which has a nil Exercise Price be exercised by the Participant.

In either case the Company will treat the Award as having been validly exercised on the date on which the Award is first exercisable or is no longer subject to forfeiture following satisfaction of any Vesting Conditions (**Vesting Date**).

Subject to the above, an Eligible Participant who has been granted Awards (**Participant**) is entitled to exercise an Award on or after the Vesting Date. Any exercise must be for a minimum number or multiple of Shares (if any) specified in the terms of the Offer. Awards may be exercised by the Participant delivering to the Company a notice stating the number of Awards to be exercised together with the issue price (if any) for the Shares to be issued.

8. **Allotment of Shares on exercise or vesting:** The Company may, in its absolute discretion, either issue new Shares or cause existing Shares to be acquired for transfer to the Participant, or a combination of both alternatives, to satisfy the Company's obligations under the Plan Rules.

Upon allotment, Shares issued under the Plan will be credited as fully paid, rank equally with all other Shares (other than in respect of dividends or entitlements where the record date is before the date of allotment), and be subject to any restrictions imposed under the Plan Rules.

9. **Quotation:** If the Company is and remains listed on the ASX, then as soon as practicable after the date of the allotment of Shares, the Company will, unless the Board otherwise resolves, apply for official quotation of such Shares on the ASX.
10. **Sale restrictions:** Deferred Share Awards and Exempt Share Awards must, and other Awards may, be issued subject to restrictions, including restrictions on the sale of the Awards or the Shares issued on exercise of the Awards. Without limiting its discretions under the Plan Rules, the Board may at any time in its absolute discretion waive or shorten the period for which those restrictions apply for any Award.
11. **Clawback:** In certain circumstances, the Board may cause Awards held by a Participant to expire and be incapable of exercise, may require a Participant to transfer Shares issued on exercise of Awards (on terms determined by the Company including for nil consideration) and may require payment of any proceeds of sale of any Shares and any dividends or distributions received in respect of Shares issued upon exercise of the Awards.

The circumstances include the situation where the Company or Board waived a Vesting Condition or determined that a Vesting Condition was satisfied, and in either case it is identified that the satisfaction of the Vesting Condition or the decision of the Company or Board to waive a Vesting Condition, was contributed to by the Participant's fraud,

unlawful behaviour, wilful default or conduct in material breach of the Company's policies and codes of conduct or that the Vesting Condition was not, in fact, satisfied.

12. **Adjustments:** In respect of Options, Performance Rights and other Awards where the Participant may be entitled to acquire Shares on exercise of the Award:

- (a) a Participant is not entitled to participate in a new issue of Shares or other securities without exercising the Awards before the record date of the relevant issue;
- (b) if the Company makes a pro-rata bonus issue to the holders of its Shares prior to the exercise of the Award, and the Award is not exercised prior to the record date for that bonus issue, the Award will, when exercised, entitle the holder to one Share plus the number of bonus shares which would have been issued to the holder if the Award had been exercised prior to the record date; and
- (c) if the Company undergoes a reorganisation of capital (other than by way of a bonus issue or issue for cash) prior to the exercise of the Award, the terms of the Award will be changed to the extent necessary to comply with the Listing Rules as they apply at the relevant time.

Unless otherwise permitted by the Listing Rules, the number of Shares which a Participant is entitled to receive on exercise of an Award will only be adjusted as set out above.

13. **Procedure on Reconstruction Event:** If the Company undertakes a corporate reconstruction where holders of Shares exchange their Shares for equity securities in a new holding entity (**New Holding Entity**) and the equity security holders of New Holding Entity are the same or substantially the same as the former holders of Shares (**Reconstruction Event**), then the Board will, in its absolute discretion, vary the Plan Rules in a way which neither disadvantages nor advantages Participants nor adversely affects the rights of the other holders of Shares, to account for the effect of the Reconstruction Event.

14. **Procedure on Exit Event:** Under the Plan Rules, an "**Exit Event**" is a sale to a third party purchaser of all (or substantially all) of the assets and business undertaking of the corporate group or a sale by Shareholders (in one transaction or a series of connected transactions) to a third party purchaser of all of the issued Shares (provided no sale or transfer undertaken to effect a corporate reconstruction or reorganisation will constitute an Exit Event).

On or prior to an Exit Event, the Board may, in its absolute discretion:

- (a) where there is a Reconstruction Event as part of the Exit Event:
 - (i) procure the New Holding Entity (or a related body corporate) grant awards in exchange for the Awards on a like for like basis; or
 - (ii) arrange for Awards to be acquired for their market price;
- (b) buy back or cancel Awards for their market price; or
- (c) take the following steps:

- (i) notify a Participant that Awards that will vest as a result of the Exit Event occurring;
- (ii) make appropriate arrangements to ensure that such Awards are able to be exercised in conjunction with the Exit Event; and
- (iii) use reasonable endeavours to ensure that such Awards are accorded the same rights and receive the same benefits in relation to the Exit Event as pre-existing Shares,

or take any combination of the above steps.

If the Company expects an Exit Event to occur, or an unanticipated Exit Event occurs, then the Company may require that all Awards (including any Awards that vest as a result of the Exit Event) either be exercised or if they are not exercised lapse on a date specified by the Board.

15. **Amendment:** The Company may at any time amend the Plan Rules (including with retrospective effect), provided that no amendment may reduce the accrued rights of any Participant in respect of Awards issued prior to the date of the amendment, other than:

- (a) an amendment made with the consent of each affected Participant;
- (b) an amendment introduced primarily to enable the Company to comply with applicable future or present laws; to correct any manifest error or mistake; to enable Participants, the Company or amounts paid by the Company to qualify for any tax concession or exemption;
- (c) an amendment made with the consent of Participants holding not less than 75% of the total number of all issued and outstanding Awards.

16. **Duration of Plan:** The Plan shall continue in force until termination at the absolute discretion of the Board or by resolution of the Company in general meeting. Termination of the Plan shall not affect Awards that have been offered prior to such termination, whether or not such Awards have vested or been exercised (whether fully or partially).

If you are attending the meeting in person, please bring this with you for Securityholder registration.

Holder Number:

Your proxy voting instruction must be received by **9.00am (AEDT) on Tuesday, 24 October 2023**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online:

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

or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

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

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

