

ASX ANNOUNCEMENT



Vita Group Limited
ACN 113 178 519
77 Hudson Road
Albion Qld 4010

12 October 2022

Market Announcements Office
Australian Securities Exchange
4th Floor, 20 Bridge Street
SYDNEY NSW 2000

ELECTRONIC LODGEMENT

Dear Sir or Madam

Vita Group Limited (ASX: VTG) – Notice of 2022 Annual General Meeting

In accordance with the Listing Rules, I attach a copy of Vita's Notice of 2022 Annual General Meeting and sample proxy form, for release to the market.

Authorised for lodgement by the Company Secretary.

Yours sincerely

A handwritten signature in black ink, appearing to read "George Southgate".

George Southgate
Company Secretary
Vita Group Limited

Further enquiries:

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Company Secretary
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VITA GROUP LIMITED

ACN 113 178 519

Registered Office: Level 3, 77 Hudson Road, Albion, Queensland, 4010

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the Annual General Meeting (**AGM**) of the shareholders (**Shareholders**) of Vita Group Limited (**Company**) will be held at Level 5, 77 Hudson Road, Albion, Queensland, 4010 and online at <https://meetnow.global/MRQ2GRU> on Friday, 11 November 2022 at 9.00am (Brisbane time) (**Meeting**).

The Meeting will be held as a hybrid meeting, comprising a virtual meeting through the Computershare online platform as well as an in-person meeting.

Shareholders can watch and participate in the Meeting via the online platform by entering the following URL on your computer, smartphone or tablet: <https://meetnow.global/MRQ2GRU>

Your **username** is your SRN/HIN

Select your country registered on your holding, and if you are an Australian Shareholder, enter your post code.

If you nominate a third-party proxy, they should contact the Company's share registry on +61 3 9415 4024 during the online registration period which will open 1 hour before the start of the Meeting. For any enquiries relating to virtual participation, please call +61 3 9415 4024.

To participate online, you should register at least 15 minutes before the Meeting. You will need the latest versions of Chrome, Safari, Edge or Firefox. Please ensure your browser is compatible. Further information on how to participate virtually is set out in this notice of meeting (**Notice**) and in the Online Meeting User Guide available online at www.computershare.com.au/virtualmeetingguide.

While Shareholders can attend the Meeting in person, Shareholders are encouraged to participate online as detailed above as the physical meeting will be subject to capacity limits and compliance with social distancing requirements. It is requested that members wishing to attend the AGM in person follow the public health directions in force at the date of the Meeting, and as determined by the Queensland State Government. Only Shareholders or their appointed proxies and attorneys will be allowed to ask questions in person and online and no refreshments will be served. If it becomes necessary to make further alternative arrangements for holding the Meeting, the Company will ensure that Shareholders are given as much notice as possible. Further information will be made available on the Company's website at (www.vitagroup.com.au) or on the Australian Securities Exchange (**ASX**).

BUSINESS

1. Financial Statements and Reports

To receive and consider the Financial Statements and the Reports of the directors of the Company (**Directors**) and the Auditor for the financial year ended 30 June 2022.

2. Remuneration Report

Resolution 1 – Adoption of Remuneration Report

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

"That the Remuneration Report contained in the Company's 2022 Annual Financial Report in respect of the financial year ended 30 June 2022, be adopted."

(This resolution is advisory only and does not bind the directors or the Company).

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

3. Re-election of Directors

Resolution 2 – Re-election of Mr Paul Mirabelle

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

"That Mr Paul Mirabelle, a non-executive Director retiring by rotation in accordance with Clause 59 of the Company's Constitution, being eligible, be re-elected as a non-executive Director of the Company."

4. Grant of shares to Peter Connors under the Vita Group Loan Funded Share Plan

Resolution 3 – Approval of grant of shares to Peter Connors under the Vita Group Loan Funded Share Plan

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

"That, for the purposes of ASX Listing Rule 10.14, sections 200C and 200E of the Corporations Act, and for all other purposes, approval be given for the grant of 6,624,178 shares in the Company to Peter Connors, Chief Executive Officer and Managing Director of the Company, under the Vita Group Loan Funded Share Plan, on the terms described in the Explanatory Notes."

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

5. Constitution

Resolution 4 – Amendments to Constitution

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

"That the Company's Constitution be amended with effect from the conclusion of the Meeting, as set out in the Explanatory Notes, a copy of such amendments to be tabled and signed by the Chair at the Meeting for the purposes of identification."

(This special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution)

6. Additional 10% placement capacity

Resolution 5 - Approval of additional 10% placement capacity

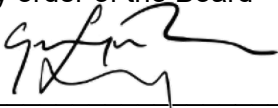
To consider and, if thought fit, to pass the following resolution as a special resolution:

"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, approval is given for the Company to issue up to that number of equity securities equal 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 Notes."

(This special resolution must be passed by at least 75% of the votes cast by members entitled to vote on the resolution)

(Refer to Explanatory Notes for Voting Exclusions applying to this resolution)

By order of the Board



George Edward James Southgate
Company Secretary
12 October 2022

For personal use only

EXPLANATORY NOTES

The following Explanatory Notes (including any annexures) have been prepared to provide information to Shareholders about the items of business set out in the Notice of AGM and form part of that Notice.

1. Financial Statements and Reports

The Financial Statements and Reports are included in the Vita Group Limited Annual Financial Report for 2022 which has been made available to Shareholders and can be found on the Company's website (www.vitagroup.com.au). Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on these reports and on the business, operations, financial position, management, and prospects of the Company. The Company's external auditor, Grant Thornton, will be in attendance to respond to questions in relation to the conduct of the audit and the preparation and content of the Auditor's Report.

There is no requirement for the Financial Statements and these Reports to be formally approved by Shareholders.

2. Resolution 1 - Remuneration Report

The Company's Remuneration Report for the financial year ended 30 June 2022 is set out on pages 9 to 22 of the Company's 2022 Annual Financial Report.

The Remuneration Report sets out the Board's remuneration policies, and the remuneration of Directors and Key Managers for the financial year.

Shareholders will be given a reasonable opportunity at the Meeting to ask questions and make comments on the report.

Resolution 1 is advisory only and does not bind the Directors or the Company. However, under the Corporations Act, if at least 25% of the votes cast on Resolution 1 at the Meeting are against adoption of the report, then:

- if comments are made on the report at the Meeting, the Company's remuneration report for the financial year ending 30 June 2023 will be required to include an explanation of the Board's proposed action in response or, if no action is proposed, the Board's reasons for this; and
- if, at the Company's 2023 AGM, at least 25% of the votes cast on the resolution for adoption of the remuneration report for the relevant financial year are also against its adoption, the Company will be required to put to Shareholders a resolution proposing that a general meeting (**Spill Meeting**) be called to consider the election of Directors of the Company (**Spill Resolution**). For any Spill Resolution to be passed, more than 50% of the votes cast on the resolution must be in favour of it. If a Spill Resolution is passed, all of the Directors (other than any Managing Director) will cease to hold office immediately before the end of the Spill Meeting unless re-elected at that meeting.

Board Recommendation

The Remuneration Report forms part of the Directors' Report, made in accordance with a unanimous resolution of the Directors.

Each of the Directors recommends the Remuneration Report to Shareholders for adoption.

3. Re-election of directors

Resolution 2 - Re-election of Mr Paul Mirabelle

Constitution

Clause 59 of the Company's Constitution provides that at each AGM, a number of Directors must retire from office, being the number:

- (a) determined by the Directors; or
- (b) required to comply with the ASX Listing Rules, whichever is greater.

The Directors to retire by rotation at an AGM are those Directors who have been longest in office since their last election, and a Director (other than a Managing Director) must not hold office past the third AGM following the Director's appointment. A retiring Director is eligible for re-election in accordance with ASX Listing Rules and the Company's Constitution.

Mr Paul Mirabelle was elected as Director at the 2019 AGM. He holds office until the end of the Meeting. Having assessed the factors relevant to determining director independence under Recommendation 2.3 of the ASX Corporate Governance Council Corporate Governance Principles and Recommendations, 4th edition (**ASX CGPRs**), the Board considers Mr Mirabelle to be independent. His details are set out below.

In addition, Mr Paul Wilson will retire as a director of the Company at the conclusion of the 2022 AGM. The Board thanks Paul for his invaluable contribution since joining the Board in 2014.

Paul Mirabelle Independent Non-Executive Director and Chairman

Paul brings more than 30 years' experience as an advisor, company director and CEO to the Vita Board, with a proven track record in leading complex businesses, particularly within the medical sector, within Australia and internationally.

Previously, Paul was a barrister and solicitor in Canada, and partner at the Boston Consulting Group (BCG) in Sydney. Since leaving BCG in 2000, Paul has held various executive roles at Telus Corporation in Canada, and was CEO of (then) listed diagnostic imaging group MIA Group Pty Ltd (ASX:MIA) and audiology group National Hearing Care Pty Ltd. He has served on several boards including acting as Executive Chairman of the National Home Doctor Service.

In addition to his role with the Group, Paul is a Non-Executive Director of Healthshare Pty Ltd, Greencross Pty Ltd and Non-Executive Director of Revasum Pty Ltd (ASX:RVS).

Paul became a Non-Executive Director of the Group in January 2019, is a member of the Audit, Compliance and Risk Committee and Remuneration and Nomination Committee, and was Chairman of the Remuneration and Nomination Committee until 12 November 2021. Paul was appointed as Chairman of the Board on 26 November 2022.

Board Recommendation

Having received an acknowledgement from Paul that he has sufficient time available to carry out the duties of a Director of the Company and having reviewed the performance of Paul as a Director, and the required mix of skills and experience required by the Board, the Directors (excluding Mr Mirabelle who is seeking re-election) recommend that Shareholders vote in favour of Resolution 2.

4. Resolution 3 – Approval of grant of shares to Peter Connors under Vita Group Loan Funded Share Plan

At the Company's 2021 AGM, the Shareholders voted in favour of granting 6,624,178 fully paid shares in the Company (**Shares**) under the Vita Group Loan Funded Share Plan (**Loan Funded Shares**) to Mr Connors, Chief Executive Officer and Managing Director, as a long-term incentive. Pursuant to its terms, the approval expires on 26 November 2022. Accordingly, the Board resolved to

"refresh" the approval to grant 6,624,178 Loan Funded Shares under the Vita Group Loan Funded Share Plan (**Plan**) to Mr Connors for a further 12 months to provide flexibility following the Board's deferral of the issue until after the finalisation of adjustments in H12022 following the disposal of the ICT business to Telstra in 2021 and the Board's review of tax implications of the Plan. The Board is not seeking an approval to grant an additional 6,624,178 Loan Funded Shares to the grant already approved at the 2021 AGM.

Why is Shareholder approval being sought?

The Board is seeking approval of Shareholders for the purposes of all applicable requirements under the Corporations Act and the ASX Listing Rules, including ASX Listing Rule 10.14.

ASX Listing Rule 10.14 requires Shareholder approval for a director of a listed company to be issued securities under an employee incentive scheme. Accordingly, Resolution 3 seeks approval from Shareholders under ASX Listing Rule 10.14 for the grant of Loan Funded Shares under the Plan to Mr Connors.

Approval is also being sought under section 200E of the Corporations Act in relation to the proposed treatment of Loan Funded Shares in the event of a change of control of the Company for the reasons outlined below.

What will happen if the resolution is, or is not, approved?

The grant of Loan Funded Shares under the Plan the subject of Resolution 3 is conditional on receiving Shareholder approval. Where Shareholder approval is obtained, 6,624,178 Loan Funded Shares will be granted to Mr Connors under the Plan following his appointment, and in any case, no later than 12 months following the Meeting. Once Shareholder approval is obtained under ASX Listing Rule 10.14, the issue of Loan Funded Shares under the Plan to Mr Connors will not count towards the Company's capacity to issue equity securities under ASX Listing Rule 7.1.

If Shareholders do not approve the proposed grant of Loan Funded Shares to Mr Connors, the Company will either rely on the approval received at the 2021 AGM to issue the Loan Funded Shares to Mr Connors by 26 November 2022 or not proceed with the proposed grant of Loan Funded Shares. In the latter circumstance, the Board would then need to consider alternative remuneration arrangements for Mr Connors which are consistent with the Company's remuneration principles, including providing an equivalent cash payment subject to the risk of forfeiture, performance conditions and performance period.

Details of the proposed grant

The Plan allows eligible employees to acquire Shares in the Company at market value at the date of grant. The acquisition price of the Shares is fully funded by a limited recourse loan provided by the Company. Details of the terms of the Plan including the terms of the loan can be found in Schedule 1.

6,624,178 Loan Funded Shares are proposed to be granted to Mr Connors as part of his long-term remuneration under the Plan. Loan Funded Shares are fully paid ordinary shares in the Company.

Performance conditions and performance period

The Loan Funded Shares granted to Mr Connors will vest depending on whether an absolute total shareholder return (**aTSR**) metric is met over a 5 year performance period from the date of grant to the fifth anniversary of the date of grant, in addition to the requirement to remain employed with the Company during this period. Calculation of the achievement against the aTSR metric will be determined by the Board in its absolute discretion at the conclusion of the performance period, having regard to any matters that it considers relevant including, among other factors, Company performance from the perspective of Shareholders.

aTSR has been selected as the appropriate performance metric for the loan funded shares to ensure alignment between executive reward and shareholder returns. aTSR is calculated by measuring the change in the closing price at the start of the performance period to the closing price at the end of the performance period, accounting for the value of dividends re-invested during this period.

The number of Loan Funded Shares that vest will depend on the level of performance achieved. In order for any Loan Funded Shares to vest, a threshold level of performance must be achieved. The percentage of Loan Funded Shares that vest, if any, will be determined by the Board as follows:

aTSR	Portion of shares vesting
Less than 8%	Nil
8%	50%
Between 8% and 10%	Straight line pro-rate vesting between 50 and 100%
More than 10%	100%

Subject to the terms of the Plan, any Loan Funded Shares that do not vest at the end of the performance period will be forfeited and surrendered in repayment of the portion of the loan to which they relate.

Cessation of employment

Unless the Board determines otherwise, if Mr Connors' employment with the Group is terminated during the performance period as a 'good leaver' (i.e. as a result of death, ill-health, total and permanent disablement, redundancy, retirement with agreement of the Board or any other reason as determined by the Board), his unvested Loan Funded Shares will remain on-foot to be performance tested as outlined above at the end of the performance period. Any unvested shares will be forfeited and surrendered in repayment of the portion of the loan to which they relate.

If Mr Connors' employment with the Group is terminated during the performance period in circumstances where he is not considered a good leaver, his unvested Loan Funded Shares will be forfeited on termination and surrendered in full satisfaction of the loan, unless the Board determines otherwise.

Where employment ceases after the end of the performance period but before the loan is repaid, Mr Connors will be entitled to retain his vested Loan Funded Shares but will be required to repay the loan on or before the earlier of 30 days following the date of termination and the expiry date of the loan (being 9.5 years from the date of grant).

Other terms of grant

In addition to the terms outlined above, the grant of Loan Funded Shares to Mr Connors will be subject to the terms of the Plan, the key terms of which are summarised in Schedule 1.

Additional information

The following additional information is provided for the purposes of ASX Listing Rule 10.15:

- Mr Connors's current total remuneration package is:

Remuneration element	Quantum
Total fixed remuneration (exclusive of superannuation)	\$350,000 per annum
Short-term incentive (maximum opportunity)	\$175,000 per annum
Long-term incentive (maximum opportunity)	6,624,178 Shares acquired with a limited recourse loan provided by

	the Company (intended as a once off grant not annual)
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- No Shares have previously been issued to Mr Connors under the Vita Group Loan Funded Share Plan.
- As noted above, the Company will provide an interest-free limited recourse loan to Mr Connors equal to the full market value of the Loan Funded Shares to be acquired under the grant in accordance with the terms of the Plan. The key terms of the loan are outlined in Schedule 1.
- Loan Funded Shares will be allocated at a price per share equal to the 10-day VWAP for the period immediately prior to the date of grant.
- Details of any shares issued under the Plan will be published in the Company's Remuneration Report (as part of the Annual Report) relating to the period in which they were issued, along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14.
- Any additional persons covered by ASX Listing Rule 10.14 who become entitled to participate in an issue of shares under the Plan after Resolution 3 is approved and who are not named in this Notice of Meeting will not participate until approval is obtained under ASX Listing Rule 10.14.

Section 200C of the Corporations Act

Section 200C of the Corporations Act states that a person must not give a benefit to a person who holds a managerial or executive office in a company in connection with the transfer of the whole or any part of the undertaking or property of the Company, unless there is shareholder approval under section 200E for the giving of the benefit.

As outlined in Schedule 1, under the terms of the Plan, if in certain circumstances a change of control event occurs where the Company disposes of the whole (or a substantial part) of its business or property to another entity, Mr Connors may be entitled to have his Loan Funded Shares under the Plan vest earlier than would have been the case had the change of control not occurred.

Specifically, if a change of control event occurs with respect to the Company:

- within 2.5 years from the grant date, 50% of Mr Connors' Loan Funded Shares will vest immediately and the remaining 50% will be forfeited; and
- 2.5 years or more from the grant date, 100% of Mr Connors' Loan Funded Shares will vest immediately.

The Company is seeking Shareholder approval under section 200E for the benefit which might be conferred on Mr Connors under the terms of the grant in the event that a change in control of the Company occurs in the future because in that circumstance, vesting of some or all of Mr Connors' Loan Funded Shares may be accelerated.

The monetary value of the benefit that may be given to Mr Connors will be the monetary value of any vested Loan Funded Shares at the time of the change of control event, after repayment of any outstanding loan balance. The actual value of any potential benefit that Mr Connors may receive on a change of control in the future cannot be ascertained at this time. Key matters that will, or are likely to, affect the calculation of that value include the timing and circumstances of the change of control event, the price of Shares at the time of the change of control event and the outstanding loan balance at the time of the change of control event.

Recommendation

Each of the Directors (other than Mr Connors who declines to make a recommendation based on his interest in the outcome of Resolution 3) recommends that Shareholders vote in favour of Resolution 3.

5. Resolution 4 - Amendments to Constitution

The Company's current Constitution was last amended at the 2013 AGM. It is proposed to amend the Constitution in light of a number of developments in law (including the Corporations Act and ASX Listing Rules) as well as corporate governance and corporate commercial practice for ASX listed companies since that time, including the greater utility and acceptance of electronic means of communications and meetings with shareholders, particularly in response to the recent COVID-19 global pandemic. A summary of amendments is outlined below.

One of the amendments being proposed is in response to the recent amendments to the Corporations Act which now allow for meetings of members to be held physically, as a hybrid or, if expressly permitted by the entity's constitution, virtually (provided that members, as a whole, are given a reasonable opportunity to participate in the meeting). The Company's current Constitution does not permit the holding of wholly virtual general meetings (i.e. meetings which are held entirely online utilising audio or audio and visual communication technology). The Company would like to amend its Constitution to ensure that the Company will be able to take advantage of the increased flexibility and accessibility the virtual meetings provisions offer in respect of general meetings, especially in light of recent unforeseeable events that have highlighted the need for companies to be able to adapt quickly. The Directors believe the proposed amendment is an important step in ensuring the Shareholders can continue to exercise their rights to participate in and vote at meetings with minimal disruptions in the event of any future movement and gathering restrictions caused by a pandemic or otherwise.

A copy of the Company's Constitution with the proposed amendments is available for review on the Company's website at (www.vitagroup.com.au). A similar resolution was proposed at the 2021 AGM however was withdrawn due to reservations expressed about the use of virtual meetings at the time. The Board considers the proposed amendments to be in the Company's best interests and consistent with amendments sought by other listed companies in light of recent developments.

Shareholder meetings

The amendments are proposed to update the Constitution for the following matters:

- allow notice of postponement or cancellation of meeting to be given by ASX announcement only, unless the meeting is postponed by 30 days or more or the meeting is called or requisitioned by Shareholders (clause 34.3). This change enables cost-effective and efficient communications with Shareholders and is consistent with clause 39;
- expressly empower the chairperson to take any action the chairperson considers necessary or desirable for the proper and orderly conduct of a general meeting (clause 37.7). This provides additional certainty for the conduct of meetings and supports the significant powers of the chairperson to regulate the conduct of general meetings at common law;
- enable the Directors to determine to hold general meetings using any technology that gives Shareholders as a whole a reasonable opportunity to participate, in accordance with procedures determined by the Directors (clause 38). These new rules do not require Directors to hold meetings using technology;
- require voting on all substantive resolutions to be determined by way of a poll rather than a show of hands, consistent with recent amendments to the Corporations Act (clause 40); and
- enable the Company to clarify and correct errors in relation to proxy votes after the deadline for lodgement of proxies has passed (clauses 50.7-50.8).

Restricted securities

The amendments to clauses 27.2, 27.5, 45.2 and 90 are proposed to update the Company's Constitution to reflect changes to the ASX Listing Rules that came into effect on 1 December 2019 which, among other things, introduced a two-tier escrow regime to facilitate escrow arrangements.

These changes allow certain escrow arrangements to be imposed without execution of a formal escrow agreement provided this is permitted by the company's constitution.

The Company does not currently have any restricted securities on issue and has no present intention to issue restricted securities. The amendments are being proposed to give the Company maximum flexibility if it wished to issue securities which would be restricted securities at some time in the future.

Resolution 4 is a special resolution and must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Recommendation

Each of the Directors recommends that Shareholders vote in favour of Resolution 4.

6. Resolution 5 - Approval of additional 10% placement capacity

Background

Listing Rule 7.1A enables an "eligible entity" to issue equity securities (as that term is defined in the ASX Listing Rules) of up to 10% of its issued share capital through placements over a 12-month period after the annual general meeting (**10% Placement Facility**). The 10% Placement Facility is in addition to the entity's 15% placement capacity under Listing Rule 7.1. An "eligible entity" for the purposes of Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation of \$300 million or less. The Company is an eligible entity.

The Company is seeking Shareholder approval by way of a special resolution to have the ability to issue equity securities (if any) under the 10% Placement Facility. The exact number of equity securities to be issued under the 10% Placement Facility will be determined in accordance with the formula prescribed in Listing Rule 7.1A.2 (refer to further details below).

Listing Rule 7.1A

Equity securities

Any equity securities issued under the 10% Placement Facility must be in the same class as an existing quoted class of equity securities of the Company.

The Company, as at the date of the Notice, has on issue one class of equity securities, namely the Shares.

10% Placement Period

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

- the date that is 12 months after the date of the annual general meeting at which the approval is obtained;
- the time and date of the next annual general meeting; or
- the date of the approval by shareholders of a transaction under Listing Rules 11.1.2 (a significant change to the nature or scale of activities) or 11.2 (disposal of main undertaking), (**10% Placement Period**).

Formula for calculating 10% Placement Facility

Listing Rule 7.1A.2 provides that eligible entities which have obtained shareholder approval at an annual general meeting may issue or agree to issue, during the 10% Placement Period, a number of equity securities calculated in accordance with the following formula:

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

where:

A is the number of shares on issue 12 months before the date of issue or agreement:

- plus, the number of fully paid shares issued in the 12 months under an exception in Listing Rule 7.2;
- plus, the number of fully paid ordinary shares issued in the 12 month period on the conversion of convertible securities in certain circumstances;
- plus, the number of fully paid ordinary shares issued in the 12 month period under an agreement to issue securities within exception 16 of Listing Rule 7.2;
- plus, the number of partly paid shares that became fully paid in the 12 months;
- plus, the number of fully paid shares issued in the 12 months with approval of holders of shares under Listing Rule 7.1 and 7.4;
- less, the number of fully paid shares cancelled in the 12 months.

Note: that A has the same meaning in Listing Rule 7.1 when calculating an entity's 15% placement capacity.

D is 10%.

E is the number of equity securities issued or agreed to be issued under Listing Rule 7.1A.2 in the 12 months before the date of the issue or agreement to issue that has not been subsequently approved by the Shareholders under Listing Rule 7.4.

Minimum issue price

The equity securities issued under Listing Rule 7.1A must be issued for a cash consideration, per security, which is not less than 75% of the volume weighted average market price for the securities in that class calculated over the 15 trading days on which trades in that class were recorded immediately before:

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

Effect of Resolution 5

The effect of Resolution 5 is to authorise the Board to issue a further 10% of the Company's issued share capital under Listing Rule 7.1A during the 10% Placement Period in addition to and without using the Company's 15% placement capacity under Listing Rule 7.1. This effectively gives the Board a 25% placement capacity, less that part of its placement capacity not available under Listing Rule 7.1.

If Resolution 5 is not approved, the Board will not be able to utilize the 10% Placement Facility and the Company will be confined to issuing equity securities under its 15% placement capacity under Listing Rule 7.1.

Specific information required by Listing Rule 7.3A

Pursuant to and in accordance with Listing Rule 7.3A, the below information is provided in relation to the approval of the 10% Placement Facility:

- Shareholder approval of the 10% Placement Facility under Listing Rule 7.1A is valid during the 10% Placement Period.
- Any equity securities will be issued for a cash consideration and at an issue price of not less than 75% of the volume weighted average price for the Company's equity securities over the 15 trading days on which trades in that class were recorded immediately before:

(a) the date on which the price at which the equity securities are to be issued is agreed; or
(b) if the equity securities are not issued within 5 trading days of the date in paragraph (a) above, the date on which the equity securities are issued.

- The Company may seek to issue the equity securities to fund an acquisition of new assets or other investments (including expense associated with such acquisition) and/or general working capital.
- If Resolution 5 is approved by Shareholders and the Company issues equity securities under the 10% Placement Facility, the existing Shareholders' voting power in the Company will be diluted as shown in Table 1. There is a risk that:
 - the market price for the Company's equity securities may be significantly lower on the date of the issue of the equity securities than on the date of the Meeting; and
 - the equity securities may be issued at a price that is at a discount to the market price for the Company's equity securities on the issue date,

which may have an effect on the amount of funds raised by the issue of the equity securities.

- The Company will comply with the disclosure obligations under Listing Rule 7.1A.4 upon issue of any equity securities. The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to the 10% Placement Facility. The identity of the allottees of equity securities will be determined on a case-by-case basis having regard to the factors including but not limited to the following:
 - the methods of raising funds that are available to the Company, including but not limited to, rights issue or other issue in which existing security holders can participate;
 - the effect of the issue of the equity securities on the control of the Company;
 - the financial situation and solvency of the Company; and
 - advice from corporate, financial and broking advisers (if applicable). The allottees under the 10% Placement Facility have not been determined as at the date of this Notice but may include existing substantial shareholders and/or new shareholders who are not related parties or associates of a related party of the Company.
- No equity securities have been issued or agreed to be issued under Listing Rule 7.1A in the 12 months preceding the date of the Meeting.
- The actual number of equity securities that the Company will be permitted to issue under Listing Rule 7.1A will be calculated at the date of issue or agreement to issue the equity securities in accordance with the formula prescribed in Listing Rule 7.1A.2 (as set out above).
- A voting exclusion statement is included in the Notice. At the date of the Notice, the Company has not approached any particular existing shareholder or security holder or an identifiable class of existing security holders to participate in the issue of the equity securities. No existing shareholder's votes will therefore be excluded under the voting exclusion in the Notice.

Table 1

Table 1 shows the dilution of existing shareholders on the basis of the current market price of Shares and the current number of Shares for variable "A" calculated in accordance with the formula in Listing Rule 7.1A.2 as at the date of this Notice.

The table also shows:

- two examples where variable "A" has increased by 50% and 100%. Variable "A" is based on the number of Shares the Company has on issue. The number of Shares on issue may increase as a result of the issue of Shares that do not require Shareholder approval (such as under a pro-rata rights issue or scrip issued under a takeover offer) or that are issued with Shareholder approval under Listing Rule 7.1;
- two examples of where the price of Shares has decreased by 50% and increased by 50% as against the current market price.

Variable A as per ASX Listing Rule 7.1A		Dilution		
		\$0.06 50% decrease in issue price	\$0.12 issue price	\$0.24 100% increase in issue price
Current Variable A 175,871,832 Shares	10% Voting Dilution	17,587,183 Shares	17,587,183 Shares	17,587,183 Shares
	Funds Raised	\$1,055,230.98	\$2,110,461.96	\$4,220,923.92
50% Increase in Current Variable A 263,807,748 Shares	10% Voting Dilution	26,380,774 Shares	26,380,774 Shares	26,380,774 Shares
	Funds Raised	\$1,582,846.44	\$3,165,692.88	\$6,331,385.76
100% Increase in Current Variable A 351,743,664 Shares	10% Voting Dilution	35,174,366 Shares	35,174,366 Shares	35,174,366 Shares
	Funds Raised	\$2,110,461.96	\$4,220,923.92	\$8,441,847.84

The table has been prepared on the following assumptions:

- The current Shares on issue are the Shares on issue as at 5 October 2022, being 175,871,832.
- The price of Shares is deemed for the purposes of the table above to be the closing price of the Shares on the ASX on 5 October 2022 (**Deemed Price**). The Deemed Price is indicative only and does not consider the 25% discount to the market that the securities may be placed at.
- The Company issues the maximum number of equity securities available under the 10% Placement Facility.
- The table does not demonstrate an example of dilution that may be caused to a particular shareholder by reason of placements under Listing Rule 7.1A, based on that shareholder's holding at the date of the Meeting, or consider placements made under Listing Rule 7.1.
- The table does not demonstrate the effect of listed or unlisted options being issued under Listing Rule 7.1A and only considers the issue of Shares.

Resolution 5 is a special resolution and must be passed by at least 75% of the votes cast by members entitled to vote on the resolution.

Recommendation

Each of the Directors recommends that Shareholders vote in favour of Resolution 5.

ENTITLEMENT TO VOTE

For the purposes of the Meeting, shares will be taken to be held by the persons who are registered as Shareholders as at **6.00pm (Brisbane time) on Wednesday, 9 November 2022**.

VOTING EXCLUSIONS

The Corporations Act and the ASX Listing Rules require that voting restrictions apply to the Company's key management personnel (**KMP**) and their closely related parties on several of the resolutions to be considered at the Meeting. These voting exclusions are described below:

Item 2 - Remuneration Report

A vote must not be cast, and the Company will disregard any votes cast, on the resolution proposed in item 2 (Resolution 1) by or on behalf of a member of the KMP for the Group (and their closely related parties), including directors, in any capacity, including as a proxy if their appointment does not specify the way in which the proxy is to vote.

However, a vote can be cast, and the Company will not disregard a vote as a result of these restrictions if it is cast by the Chair of the meeting as undirected proxy for a person entitled to vote and the Chair has received express authority to exercise the proxy as the Chair sees fit even if Resolution 1 is connected directly or indirectly with the remuneration of a member of the KMP.

Item 4 – Grant of shares to Peter Connors under the Vita Group Loan Funded Share Plan

The Company will disregard any votes cast on item 4 (Resolution 3):

- in favour of the resolution by or on behalf of a person referred to in ASX Listing Rule 10.14.1, 10.14.2 or 10.14.3 who is eligible to participate in the Plan or any of their associates; and
- as a proxy by a member of the KMP at the date of the Meeting or their Closely Related Parties, unless the vote is cast on Resolution 3 by:
 - a person as proxy or attorney for a person 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
 - the Chair of the Meeting as proxy or attorney for a person entitled to vote on the resolution, in accordance with a direction given to the Chair to vote on the resolution as the Chair decides (even though Resolution 3 relates to the remuneration of a member of the KMP); or
 - a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
 - the beneficiary provides written confirmation to the holder that the beneficiary is not excluded from voting, and is not an associate of a person excluded from voting, on the resolution; and
 - the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

Item 6 – Approval of additional 10% placement capacity

The Company will disregard any votes cast on item 6 (Resolution 5) in favour of the resolution by or on behalf of 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 Shares) or any of their associates, unless the vote is cast on Resolution 5 by:

- a person as proxy or attorney for a person 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
- the Chair of the Meeting as proxy or attorney for a person 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
- 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.

PROXIES

If you are a Shareholder entitled to attend and vote, you are entitled to appoint one or two proxies. Where two proxies are appointed, you may specify the number or proportion of votes that each may exercise, failing which each may exercise half of the votes. A proxy need not be a Shareholder of the company.

If you want to appoint one proxy, you can use the form provided. If you want to appoint two proxies, please follow the instructions on the front of the proxy form.

The Company's Constitution provides that, on a show of hands, every person present and qualified to vote shall have one vote. If you appoint one proxy, that proxy may vote on a show of hands, but if you appoint two proxies, neither proxy may vote on a show of hands.

Where a proxy and the Shareholder both attend the Meeting, the proxy's authority to speak and vote at the Meeting is suspended while the Shareholder is present at the Meeting.

You may lodge a proxy online at Computershare's internet address below by following the instructions set out on the website. Shareholders who elected to receive their notice of meeting and proxy electronically will have received an e-mail with a link to the Computershare site.

To be effective, the proxy form or electronic proxy appointment must be received by Computershare Investor Services Pty Limited at the address, facsimile number or internet address below, or by the Company at its registered office, Level 3 77 Hudson Road, Albion, Queensland, 4010 **not later than 9.00am (Brisbane time) on Wednesday, 9 November 2022 (being at least 48 hours before the Meeting)**.

The Chair of the Meeting intends to vote any undirected proxy in favour of all resolutions (where the Chair has been appropriately authorised, as applicable).

WHERE TO LODGE A PROXY

By Post:

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

Online:

You can lodge your proxy form electronically by visiting www.investorvote.com.au, logging in and quoting the Control Number found on the front of your proxy form. Alternatively, you can scan the QR code also found on the front of your proxy form. Intermediary Online subscribers (Custodians) may lodge their proxy by visiting www.intermediaryonline.com

Fax:

1800 783 447 (Within Australia)
+61 3 9473 2555 (Outside Australia)

You can elect to receive Shareholder information electronically, or obtain a replacement or second proxy form, by contacting Computershare on 1300 552 270 (within Australia) or +61 3 9415 4000 (outside Australia). You may also update your Shareholder communication elections by logging onto www.investorcentre.com.

Shareholders are encouraged to submit their proxy forms online. If you wish to post a proxy form, please be aware of current postal timeframes, including the possibility of delays and reduced frequency of deliveries.

PARTICIPATING AND VOTING ONLINE DURING THE MEETING

The Meeting will be held as a hybrid meeting, comprising a virtual meeting through the Computershare online platform as well as an in-person meeting.

Participating in the Meeting online enables Shareholders to view the Meeting live, ask text-based and verbal questions and cast votes in the real time poll at the appropriate times during the Meeting, subject to connectivity of their device.

Please note that only Shareholders or their appointed proxies and attorneys may ask questions in person or online once they have been verified.

For further instructions on how to participate online, please refer to the front page of this notice and the Online Meeting User Guide at www.computershare.com.au/virtualmeetingguide.

The Online Meeting User Guide will also be provided in your notice of meeting email. Shareholders are also strongly encouraged to lodge their proxy forms before the deadline listed above even if they are participating in the Meeting online. Shareholders who do not plan to attend the Meeting are encouraged to complete and return a proxy form or lodge a proxy online before the deadline listed above, for each of their holdings of Company's shares.

POLL

Voting on all items will be determined by a poll at the Meeting. Shareholders not attending the Meeting may use the proxy form provided before the deadline listed above.

CORPORATE REPRESENTATIVES

Any corporation which is a member of the Company may appoint a proxy, as set out above, or appoint a natural person to act as its representative at any general meeting under section 250D of the Corporations Act or appoint an attorney. Corporate representatives are requested to provide appropriate evidence of appointment as a representative in accordance with the Constitution. A form of notice of appointment can be obtained from Computershare. Attorneys are requested to provide the original or a certified copy of the power of attorney pursuant to which they were appointed in accordance with the Constitution. Proof of identity will also be required for corporate representatives and attorneys. To be effective, evidence of the appointment as a representative or attorney must be returned in the same manner and by the same time as specified for proxy appointments above (unless previously provided).

SHAREHOLDER QUESTIONS

The Company encourages Shareholders to submit written questions in advance of the Meeting by emailing investors@vitagroup.com.au.

The question must be received by the Company **no later than Friday, 4 November 2022 (five business days before the Meeting)**. Questions should relate to matters that are relevant to the business of the Meeting as outlined in the notice of meeting.

Shareholders can also submit an online question when lodging proxy vote online at www.investorvote.com.au.

Questions will be collated and, during the Meeting, the Chair of the Meeting will endeavour to address as many of the more frequently asked questions as possible and, where appropriate, will give the representative of the auditor, Grant Thornton, the opportunity to answer written questions submitted to the auditor.

RESULTS OF THE MEETING

Voting results will be announced on the ASX as soon as practicable after the Meeting and will also be made available on the Company's website (www.vitagroup.com.au).

Schedule 1 – Key terms of the Vita Group Loan Funded Share Plan

Set out below is a summary of the key terms of the Vita Group Loan Funded Share Plan.

Term	Description
Eligibility	The Board has the discretion to determine which employees are eligible to participate in the Plan, and the number of Loan Funded Shares that they will be offered. The definition of an employee under the Plan includes any full-time or part-time employee or executive or director of the Company or any of its subsidiaries.
Class of shares	Shares granted under the Plan will be fully paid ordinary shares in the Company and rank equally with existing shares.
Acquisition price	<p>Loan Funded Shares will be allocated at a price per share equal to the 10-day VWAP for the period immediately prior to the date of grant, unless otherwise determined by the Board (Market Value).</p> <p>A loan will be provided by the Company to the participant to fund the acquisition price of the Loan Funded Shares. The value of the loan will be equal to the aggregate Market Value of the Loan Funded Shares. The key terms of the loan are outlined below.</p>
Vesting conditions	<p>Loan Funded Shares granted under the Plan which have not been forfeited under the Plan will vest if and when any applicable vesting conditions have been satisfied or waived by the Board.</p> <p>Unless otherwise specified in an invitation, on vesting, Shares will cease to be subject to disposal restrictions. However, any proceeds of disposal will be required to be applied to repay the outstanding loan balance.</p>
Loan terms	<p>Loans provided to participants will be:</p> <ul style="list-style-type: none"> • interest-free; • limited in recourse (i.e. a participant's outstanding loan balance will be limited to the value of their Loan Funded Shares); • repayable on the earlier of: <ul style="list-style-type: none"> ○ the date Loan Funded Shares are forfeited under the Plan; ○ the date the shares are sold; ○ the expiry of the loan; or ○ any other date agreed between the Company and the participant. • Where vesting conditions are not met, or a portion of Loan Funded Shares do not vest for any other reason, the Loan Funded Shares will be forfeited and surrendered in satisfaction of the corresponding portion of the loan.
Expiry of loan	9.5 years from the grant date (i.e. 5 year performance period and an additional 4.5 years to repay loan).
Repayment of loan	<ul style="list-style-type: none"> • Any after-tax dividends received prior to full repayment of the loan will be applied to the outstanding loan balance.

	<ul style="list-style-type: none"> • Any after-tax proceeds from the disposal of vested shares will be applied to the outstanding loan. • Where the loan balance is not repaid at the expiry of the loan (i.e. 9.5 years), the Company will sell some or all of the participant's shares to satisfy the outstanding loan balance. • Participants may also self-fund the repayment of the outstanding loan balance.
Dividend and voting rights	Loan Funded Shares will rank equally in all respects with all entitlements for other Shares (including dividend and voting rights), subject to the requirement to apply after-tax dividends to repay the loan.
Quotation	The Company will apply for official quotation of any Shares issued under the Plan, in accordance with the ASX Listing Rules.
Forfeiture	<p>Unless otherwise determined by the Board, Loan Funded Shares will be forfeited in certain circumstances, including:</p> <ul style="list-style-type: none"> • if the participant breaches any term of loan; • if the participant purports to dispose of the Loan Funded Shares in breach of the Plan; • in certain circumstances if the participant ceases employment; • if the Board determines that the Loan Funded Shares are liable to clawback; • if the Loan Funded Shares are forfeited on a change of control; or • if the Board determines that any of the Vesting Conditions applicable to the Loan Funded Shares have not been or cannot be satisfied.
Cessation of employment	<p>Unless the Board determines otherwise, if a participant's employment with the Group is terminated during the relevant performance period as a 'good leaver' (i.e. as a result of death, ill-health, total and permanent disablement, redundancy, retirement or any other reason as determined by the Board), his or her unvested Loan Funded Shares will remain on-foot to be performance tested at the end of the performance period. Any unvested shares will be forfeited and surrendered in repayment of the portion of the loan to which they relate.</p> <p>If employment with the Group is terminated during the performance period in circumstances where the participant is not considered a good leaver, the participant's unvested Loan Funded Shares will be forfeited on termination and surrendered in full satisfaction of the loan, unless the Board determines otherwise.</p> <p>The Board retains absolute discretion to determine a different treatment for unvested Loan Funded Shares on cessation of employment to that outlined above.</p> <p>Where employment ceases after the end of the performance period but before the loan is repaid, the participant will be entitled to retain his or her vested Loan Funded Shares but will be required to repay the loan on or before the earlier of 30 days following the date of termination and the expiry date of the loan.</p>
Change of Control	Unless the Board determines otherwise in its absolute discretion, in the event of a change in control of the Company:

	<ul style="list-style-type: none"> • within 2.5 years from the grant date, 50% of Loan Funded Shares will vest immediately and the remaining 50% will be forfeited; and • 2.5 years or more from the grant date, 100% of Loan Funded Shares vest immediately. <p>The loan is repayable within 30 days following vesting.</p>
Malus and clawback provisions	<p>If the Board becomes aware of a material misstatement in the Company's financial statements, that a participant has committed an act of fraud, negligence or gross misconduct or failed to comply with any restrictive covenant or that some other event has occurred which, as a result, means that a participant's Loan Funded Shares should be reduced or extinguished, or should not vest, then the Board may clawback or adjust any such award at its discretion to ensure no unfair benefit is derived by the participant.</p>
Trading restrictions	<p>A disposal restriction on the Loan Funded Shares applies until they vest at the end of the performance period. Following vesting, a participant will be able to dispose of his or her Shares (subject to compliance with the Company's securities trading policy and applicable law) but must apply any after-tax proceeds to repay any outstanding loan balance.</p>
Trust	<p>The Company may establish a share trust for the purposes of the Plan.</p>



Vita Group Limited
ABN: 62 113 178 519

Need assistance?



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



Online:
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9.00am (Brisbane time)** on **Wednesday, 9 November 2022**.

Proxy Form

How to Vote on Items of Business

All your securities will be voted in accordance with your directions.

APPOINTMENT OF PROXY

Voting 100% of your holding: Direct your proxy how to vote by marking one of the boxes opposite each item of business. If you do not mark a box your proxy may vote or abstain as they choose (to the extent permitted by law). If you mark more than one box on an item your vote will be invalid on that item.

Voting a portion of your holding: Indicate a portion of your voting rights by inserting the percentage or number of securities you wish to vote in the For, Against or Abstain box or boxes. The sum of the votes cast must not exceed your voting entitlement or 100%.

Appointing a second proxy: You are entitled to appoint up to two proxies to attend the meeting and vote on a poll. If you appoint two proxies you must specify the percentage of votes or number of securities for each proxy, otherwise each proxy may exercise half of the votes. When appointing a second proxy write both names and the percentage of votes or number of securities for each in Step 1 overleaf.

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

Power of Attorney: If you have not already lodged the Power of Attorney with the registry, please attach a certified photocopy of the Power of Attorney to this form when you return it.

Companies: Where the company has a Sole Director who is also the Sole Company Secretary, this form must be signed by that person. If the company (pursuant to section 204A of the Corporations Act 2001) does not have a Company Secretary, a Sole Director can also sign alone. Otherwise this form must be signed by a Director jointly with either another Director or a Company Secretary. Please sign in the appropriate place to indicate the office held. Delete titles as applicable.

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

Online:

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

Your secure access information is

Control Number: 181608

SRN/HIN:

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

By Mail:

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

By Fax:

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



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

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of Vita Group Limited hereby appoint

the Chairman of the Meeting **OR**

PLEASE NOTE: Leave this box blank if you have selected the Chairman of the Meeting. Do not insert your own name(s).

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Vita Group Limited to be held at Level 5, 77 Hudson Road, Albion, Queensland, 4010 and virtually via <https://meetnow.global/MRQ2GRU> on Friday, 11 November 2022 at 9.00am (Brisbane time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Resolutions 1 and 3 (except where I/we have indicated a different voting intention in step 2) even though Resolutions 1 and 3 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Resolutions 1 and 3 by marking the appropriate box in step 2.

Step 2 Item of Business

PLEASE NOTE: If you mark the **Abstain** box for an item, you are directing your proxy not to vote on your behalf on a show of hands or a poll and your votes will not be counted in computing the required majority.

Ordinary Resolutions

	For	Against	Abstain
Resolution 1 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 2 Re-election of Mr Paul Mirabelle	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 3 Approval of grant of shares to Peter Connors under the Vita Group Loan Funded Share Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Special Resolutions

	For	Against	Abstain
Resolution 4 Amendments to Constitution	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Resolution 5 Approval of additional 10% placement capacity	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

The Chairman of the Meeting intends to vote undirected proxies in favour of each item of business. In exceptional circumstances, the Chairman of the Meeting may change his/her voting intention on any resolution, in which case an ASX announcement will be made.

Step 3 Signature of Securityholder(s) *This section must be completed.*

Individual or Securityholder 1 <input type="text"/>	Securityholder 2 <input type="text"/>	Securityholder 3 <input type="text"/>	/ / Date
Sole Director & Sole Company Secretary	Director	Director/Company Secretary	

Update your communication details *(Optional)*

By providing your email address, you consent to receive future Notice of Meeting & Proxy communications electronically

Mobile Number <input type="text"/>	Email Address <input type="text"/>
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