

## COMMS GROUP LIMITED ACN 619 196 539 NOTICE OF ANNUAL GENERAL MEETING ('AGM') 2022

Notice is hereby given that the AGM of the Shareholders of Comms Group Limited (**Company**) will be held:

**DATE:** Tuesday, 22 November 2022

**TIME:** 11:00am (Sydney time)

**LOCATION:** This meeting will be conducted as a hybrid AGM to be held at the BDO Boardroom (Room 3), Level 1, 1 Margaret Street, Sydney NSW and also accessible online.

### IMPORTANT INFORMATION

Shareholders will be able to participate in the Meeting by:

- 1 voting prior to the Meeting by lodging the Proxy Form attached to the Notice of Meeting by no later than 11.00am (Sydney time) on Sunday 20 November 2022;
- 2 submitting questions in advance of the Meeting by emailing the questions to Company Secretary by no later than 5.00pm (Sydney time) on Friday 18 November 2022 at [companysecretary@commschoice.com](mailto:companysecretary@commschoice.com);
- 3 attending the meeting in person or by going to <https://web.lumiagm.com/320-819-658> and entering your details when prompted; and
- 4 asking questions during the Meeting (details of which will be provided to Shareholders in a separate correspondence).

The *Treasury Laws Amendment (2021 Measures No. 1) Act 2021 (Act)* was given Royal Assent on 13 August 2021 and the Act permits electronic meetings. No hard copy of the Notice of Meeting and Explanatory Statement will be circulated and the Notice of Meeting has been given to those entitled to receive it by one or more technologies. The Notice of Meeting is also available on the Australian Securities Exchange Market Announcements platform and on the Company's website at <https://commsgroup.limited>.

This Notice of Annual General Meeting and Explanatory Memorandum contains an explanation of, and important information about, the matters to be considered at the AGM. It is given to the Shareholders to help them determine how to vote on the Resolutions.

Shareholders should read this Notice of Annual General Meeting and Explanatory Memorandum in full before deciding if and how to vote on the Resolutions. If you are in doubt about what to do in relation to the Resolutions, you should consult your financial or other professional adviser.

Shareholders are strongly encouraged to lodge their completed proxy forms in accordance with the instructions in this Notice of Meeting.

### ONLINE VOTING PROCEDURES DURING THE AGM:

Shareholders who wish to participate in the AGM online may do so:

- a. From their computer or mobile device, by entering the URL into their browser: <https://web.lumiagm.com/320-819-658>
- b. .

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

1. Your username, which is your Voting Access Code (VAC), which can be located on the first page of your proxy form or Notice of Meeting email.
2. Your password, which is the postcode registered to your holding if you are an Australian shareholder. Overseas shareholders should refer to the user guide for their password details.
3. If you have been nominated as a third-party proxy, please contact Boardroom on 1300 737 760.

Investor related questions are welcomed prior to the AGM. Questions can be directed to the Company Secretary via email: [companysecretary@commschoice.com](mailto:companysecretary@commschoice.com) or via post: Level 6, 56 Clarence Street, Sydney NSW 2000 by no later than 5:00pm (Sydney time) on Friday, 18 November 2022.

Comms Group Limited (ASX: CCG) ACN 619 196 539 **p:** 1300 42 66 67 **e:** [investors@commsgroup.limited](mailto:investors@commsgroup.limited) **w:** <https://commsgroup.limited>

**ORDINARY BUSINESS****Item 1: Financial Statements and Reports**

To receive and consider the Financial Report, the Director's Report and the Auditor's Report for the Company and its controlled entities for the year ended 30 June 2022.

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

**Resolution 1: Remuneration Report**

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

*"That, for the purposes of section 250R(2) of the Corporations Act and for all other purposes, approval be given for the adoption of the Remuneration Report as contained in the Company's annual financial report for the financial year ended 30 June 2022."*

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

**Resolution 2: Re-election of Director – Ms Claire Bibby**

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

*"That Claire Bibby, a non-executive director of the Company who retires from the office of Director by rotation in accordance with the Constitution and ASX Listing Rule 14.4, being eligible and offering herself for re-election, be re-elected as a Director of the Company."*

**Resolution 3: Approval of 2022 Performance Rights Plan**

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

*"That, for the purposes of ASX Listing Rule 7.2 (Exception 13) and for all other purposes, approval be given for the Company's employee incentive scheme titled "2022 Performance Rights Plan" and for the issue of securities under that Plan, on the terms and conditions set out in the Explanatory Statement."*

**Resolution 4: Approval to amend terms of rights issued under the Performance Rights Plan**

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

*"That the terms of the 39,490,000 performance rights issued by CCG under the Performance Rights Plan that are on issue at the date of this Explanatory Memorandum and have not elapsed be amended as set out in the Explanatory Memorandum."*

**Resolution 5: Approval of participation in Performance Rights Plan by related party (John Mackay)**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of John Mackay in CCG's 2022 Performance Rights Plan by the grant to John of 1,000,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."*

**Resolution 6: Approval of participation in Performance Rights Plan by related party (Ben Jennings)**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Ben Jennings in CCG's 2022 Performance Rights Plan by the grant to Ben of 1,000,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."*

**Resolution 7: Approval of participation in Performance Rights Plan by related party (Claire Bibby)**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Claire Bibby in CCG's 2022 Performance Rights Plan by the grant to Claire of 1,000,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."*

**Resolution 8: Approval of participation in Performance Rights Plan by related party (Ryan O'Hare)**

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

*"That, for the purposes of ASX Listing Rule 10.14 and for all other purposes, the participation of Ryan O'Hare in CCG's 2022 Performance Rights Plan by the grant to Ryan of 1,000,000 performance rights on the terms set out in the Explanatory Memorandum to this Notice of Meeting be approved."*

**Resolution 9: Approval of additional 10% placement capacity**

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

*"That for the purposes of ASX Listing Rule 7.1A and for all other purposes, the Shareholders approve the Company having the additional capacity to issue Shares, up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2, over a 12 month period from the date of the Annual General Meeting, at a price no less than that determined pursuant to ASX Listing Rule 7.1A.3 and otherwise on the terms and conditions set out in the Explanatory Memorandum."*

**Resolution 10: Amendments to Constitution**

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

*"That, for the purposes of Section 136(2) of the Corporations Act and for all other purposes, approval is given that the Constitution of the Company be amended in the manner set out in the Explanatory Statement, with effect from the conclusion of the meeting."*

**Resolution 11: Ratify a prior issue of ordinary shares**

To consider and, if thought fit, 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 issue of a total of 34,324,162 ordinary Shares to the vendors of On Group Holdings Pty Ltd and the vendor of Binary Networks Pty Ltd on the terms and conditions set out in the Explanatory Memorandum."*

**VOTING EXCLUSIONS**

1. A vote on **Resolution 1** must not be cast (in any capacity) by or on behalf of any of the following persons:

- a) a member of the Key Management Personnel, details of whose remuneration are included in the Remuneration Report; or
- b) a Closely Related Party of such a member.

However, a person (the **excluded voter**) described above may cast a vote on this Resolution as a proxy if the vote is not cast on behalf of a person described above and either:

- a) the excluded voter is appointed as a proxy by writing that specifies the way the proxy is to vote on this Resolution; or
- b) the excluded voter is the Chair and the appointment of the Chair as proxy:
  - (i) does not specify the way the proxy is to vote on this Resolution; and
  - (ii) expressly authorises the Chair to exercise the proxy even though this Resolution is connected directly or indirectly with the remuneration of a member of the Key Management Personnel.

2. The Company will disregard any votes cast in favour of each of **Resolution 3 and 4** by or on behalf of:

- a) a person who is eligible to participate in the Performance Rights Plan in relation to the Company, or

- b) any associates of those persons eligible to participate in the Company's Performance Rights Plan.

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

- a) 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
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) 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
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

3. The Company will disregard any votes cast in favour of Resolution 4 by or on behalf of:

- a) any person who holds any of the performance rights the subject of Resolution 4; or
- b) any associates of that person.

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

- a) 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
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) 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
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

4. The Company will disregard any votes cast in favour of each of **Resolutions 5 to 8** by or on behalf of:

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

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

- a) 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
- b) 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
- c) a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided the following conditions are met:
- (i) 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
  - (ii) the holder votes on the resolution in accordance with directions given by the beneficiary to the holder to vote in that way.

In addition, a vote must not be cast on Resolutions 5 to 8 as a proxy by a member of the Key Management Personnel at the date of the AGM, or a Closely Related Party of those persons, unless it is cast as proxy for a person entitled to vote in accordance with their directions. This restriction on voting undirected proxies does not apply to the Chair of the Meeting because the proxy appointment

expressly authorises the Chair of the Meeting to exercise undirected proxies even if the resolution is connected, directly or indirectly, with the remuneration of the Key Management Personnel.

5. The Company will disregard any votes cast in favour of **Resolution 11** by or on behalf of:
- the vendors of On Group Holdings Pty Ltd and the vendor of Binary Networks Pty Ltd; or
  - any associate of any of those persons.

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

- 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
- 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
- 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.

The Chairman intends to vote undirected proxies (where he has been appropriately authorised) in favour of all resolutions.

**By Order of the Board**



Andrew Metcalfe  
Company Secretary

18 October 2022

## VOTING INSTRUCTIONS

### Voting Entitlements

It has been determined (in accordance with section 1074E(2)(g)(i) of the Corporations Act and regulation 7.11.37 of the *Corporations Regulations 2001* (Cth)) that for the purposes of the Meeting, the Company's shares will be taken to be held by the persons who are the registered Shareholders of the Company at 7.00pm (Sydney time) on 20 November 2022. Accordingly, those persons are entitled to attend and vote (if not excluded) at the Meeting.

If you are not the registered holder of a relevant Share at that time, you will not be entitled to vote at the Meeting.

### Corporate Representatives

A body corporate which is a Shareholder, or which has been appointed as a proxy, may appoint an individual to act as its representative at the Meeting. The appointment must comply with the requirements of section 250D of the Corporations Act. The representative should bring to the Meeting evidence of his or her appointment, including any authority under which it is signed, unless it has previously been given to the Company.

### How to Vote

You may vote by attending the Meeting virtually, by proxy or authorised representative. Registration will commence just prior to the Meeting. To vote in person, attend the Meeting virtually on the date and at the place set out above.

### Voting at the Meeting

Ordinary resolutions require the support of more than 50% of the votes cast. Special resolutions require the support of at least 75% of the votes cast. Resolutions 1 to 8 and Resolution 11 are ordinary resolutions. Resolutions 9 and 10 are special resolutions.

A Poll will be held on all resolutions.

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

***Should you wish to discuss the matters in this Notice of Meeting please do not hesitate to contact the Company Secretary on +61 3 9867 7199.***

### Proxy Votes

Sections 250BB and 250BC of the Corporations Act apply to voting by proxy. Shareholders and their proxies should be aware of the requirements under the Corporations Act, as they will apply to this meeting.

A member who is entitled to vote at the Meeting may appoint:

- (a) one proxy if the member is only entitled to one vote; or
- (b) one or two proxies if the member is entitled to more than one vote.

Where the member appoints two proxies, the appointment may specify the proportion or number of votes that each proxy may exercise. If the appointment does not specify a proportion or number, each proxy may exercise half of the votes, in which case any fraction of votes will be disregarded.

A proxy need not be a member of the Company.

If you require an additional proxy form, the Company will supply it on request.

The proxy form and the power of attorney or other authority (if any) under which it is signed (or a certified copy) must be received by the Company, at least 48 hours before the time for holding the Meeting (i.e. by no later than 11.00am (Sydney time) on 20 November 2022), at:

- (a) online: <https://www.votingonline.com.au/ccgagm2022>;
- (b) by mail: Boardroom Pty Limited, GPO Box 3993, Sydney NSW 2001 Australia;
- (c) by fax: + 61 2 9290 9655; or
- (d) by hand:

Until 28 October 2022:

Boardroom Pty Limited, Level 12, 225 George Street, Sydney NSW 2000

From 31 October 2022:

Boardroom Pty Limited, Level 8, 210 George Street, Sydney NSW 2000

Proxies given by corporate Shareholders must be executed in accordance with their constitutions, or under the hand of a duly authorised attorney.

A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Company's Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed how to vote on an item of business, the proxy may vote on that item only in accordance with that direction. If a proxy is not directed how to vote on an item of business, the proxy may vote as he or she thinks fit.

If a Shareholder appoints the chairperson of the Meeting as the Shareholder's proxy and does not specify how the chairperson is to vote on an item of business, the chairperson will vote, as proxy for that Shareholder, in favour of the item on a poll.

You will be taken to have signed your Proxy Form if you lodge it in accordance with the instructions given on the Proxy Form.

### Voting Intention of the Chair for all Resolutions

Shareholders should be aware that any undirected proxies given to the Chair are intended to be cast by the Chair and counted in favour of the Resolutions the subject of this Meeting, subject to compliance with the Corporations Act. In exceptional circumstances the Chair may change his voting intention on any Resolution. In the event this occurs an ASX announcement will be made immediately disclosing the reasons for the change.

## EXPLANATORY MEMORANDUM

This Explanatory Memorandum forms part of this Notice of Meeting and has been prepared to provide Shareholders of the Company with sufficient information to consider the Resolutions contained in the accompanying Notice of Annual General Meeting of the Company. The Annual General Meeting of the Company will be held on 22 November 2022 commencing at 11.00am (AEDT) and will be held as a hybrid meeting.

The Directors recommend that Shareholders read this Explanatory Memorandum carefully and in its entirety before making any decision in relation to the Resolutions.

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

## FINANCIAL STATEMENTS AND REPORT – YEAR ENDED 30 JUNE 2022

The Corporations Act requires:

- the reports of the directors and auditors; and
- the annual financial report, including the financial statements of the Company,

for the financial year ended 30 June 2022, to be laid before the Annual General Meeting. Neither the Corporations Act nor the Constitution require a vote of Shareholders on the reports or statements. However, Shareholders as a whole will be given a reasonable opportunity to raise questions or comments on the management of the Company.

Also, a reasonable opportunity will be given to Shareholders as a whole at the AGM to ask the Company's auditor questions relevant to the conduct of the audit, the preparation and content of the auditor's report, the accounting policies adopted by the Company in relation to the preparation of the financial statements and the independence of the auditor in relation to the conduct of the audit.

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

## RESOLUTIONS

### Resolution 1: Non-Binding Resolution to adopt Remuneration Report

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The Directors' report for the year ended 30 June 2022 contains a Remuneration Report which sets out the policy for the remuneration of the Directors and key executives of the Company. The Corporations Act requires that at a listed company's annual general meeting, a resolution that the remuneration report be adopted be put to the Company's shareholders. However, section 250R(3) of the Corporations Act expressly provides that the vote on the Resolution is advisory only and does not bind the Directors or the Company.

The Remuneration Report explains the Board policies in relation to the nature and level of remuneration paid to Directors, sets out remuneration details for each Director and any service agreements and sets out the details of any share-based compensation. The remuneration report is part of the Directors' report contained in the annual financial report of the Company for a financial year.

The Directors will consider the outcome of the vote and comments made by Shareholders on the Remuneration Report at the Meeting when reviewing the Company's remuneration policies. Shareholders are encouraged to read the below section of this Explanatory Memorandum for further details on the consequences of voting on this Resolution.

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

### Voting consequences

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

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

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

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

#### Previous voting results

At the Company's previous annual general meeting the votes cast against the remuneration report considered at that annual general meeting were less than 25%. Accordingly, the Spill Resolution is not relevant for this Annual General Meeting.

#### Resolution 2: Re-election of Director – Ms Claire Bibby

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Pursuant to rule 63 of the Constitution, retiring director Claire Bibby, being eligible to do so, has offered herself for re-election. Claire is a non-executive director of the Company and was appointed on 2 October 2019. This Resolution seeks Shareholder approval for the re-election of Ms Claire Bibby.

#### Profile of Mr Claire Bibby

Claire (B.Comm, LLB (Hons)) is a highly experienced lawyer with over 25 years' experience as general counsel, Executive and Non-Executive Director with ASX, multinational, private and NFP organisations, spanning dispute resolution, corporate, commercial, property, insurance, financial services, fund management, finance, IP, IR and litigation.

Claire is Chair of the People and Culture Committee.

The Board (excluding Claire Bibby, who abstains from making a recommendation) support the re-election of Claire and recommends that Shareholders vote in favour of Resolution 2.

#### Resolution 3: Approval of 2022 Performance Rights Plan

Resolution 3 seeks Shareholder approval for the approval of the Company's existing employee incentive scheme, to be titled 2022 Performance Rights Plan (**Plan**) in accordance with ASX Listing Rule 7.2 (Exception 13). The Plan was previously tabled and approved by Shareholders at a general meeting of Shareholders held on 23 July 2019.

ASX Listing Rule 7.1 provides that a company must not, subject to specified exceptions, issue or agree to issue more equity securities during any 12-month period than that amount which represents 15% of the number of fully paid ordinary securities on issue at the commencement of that 12-month period. ASX Listing Rule 7.2 (Exception 13) sets out an exception to ASX Listing Rule 7.1 which provides that issues under an employee incentive scheme are exempt for a period of 3 years from the date on which shareholders approve the issue of securities under the scheme as an exception to ASX Listing Rule 7.1.

If Resolution 3 is passed, the Company will be able to issue equity securities under the Plan to eligible participants over a period of 3 years without impacting on the Company's ability to issue up to 15% of its total ordinary securities without Shareholder approval in any 12-month period. If Resolution 3 is not passed, the Company will not have the benefit of Listing Rule 7.2 (Exception 13) to issue equity securities under the Plan, which would mean that the issue of any securities under the Plan would need to be included in the Company's placement capacity under ASX Listing Rule 7.1.

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

Following approval of Resolution 3, excluding issues to persons exempt from disclosure under section 708 of the Corporations Act, a maximum of 37,465,388 equity securities, representing 10% of the total issued ordinary shares, can be issued under the Plan. It is not envisaged that the maximum number of securities for which approval is sought will be issued immediately.

Any future issues of equity securities under the 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 will require additional Shareholder approval under ASX Listing Rule 10.14 at the relevant time.

Since 23 July 2019, being the date the Plan was last approved by Shareholders, a total of 44,180,000 performance rights have been issued under the Plan.

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

The Board recommends that Shareholders vote in favour of Resolution 3.

#### Resolution 4: Approval to amend terms of rights issued under the Performance Rights Plan

Resolution 4 seeks Shareholder approval for the amendment to the vesting terms of all of the 39,490,000 performance rights issued under the Performance Rights Plan (PRP) since the date that the PRP was approved by Shareholders at an extraordinary general meeting held on 23 July 2019 and that have not lapsed at the date of this Notice of Meeting.

The vesting terms of performance rights issued under the PRP since 23 July 2019 have been issued on the following terms:

#### EXISTING VESTING TERMS OF EXISTING PERFORMANCE RIGHTS

Performance Rights currently vest in the manner set out in the tables below, provided the following conditions are met:

- the recipient is continuously employed or continues to provide services to the Company up to the date the Board makes a determination that the Vesting Conditions are met (**Vesting Period**); and
- the time (minimum vesting period) and share price hurdles set out below are satisfied:

TRANCHE A (applies to 50% of the total number of Performance Rights that may vest)	
Share price hurdle	Minimum Vesting Period
Comms Group Share Price Hurdle of between \$0.125 and \$0.20 achieved during the Term, as noted below: <ul style="list-style-type: none"> <li>For 8,250,000 performance rights: \$0.125</li> <li>For 625,000 performance rights: \$0.15</li> <li>For 10,877,500 performance rights: \$0.20</li> </ul> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p>	18 months from the Grant Date <sup>1</sup>
TRANCHE B (applies to 50% of the total number of Performance Rights that may vest)	
Share price hurdle	Minimum Vesting Period
Comms Group Share Price Hurdle of \$0.30 achieved during the Term, as noted below: <ul style="list-style-type: none"> <li>For 8,250,000 performance rights: \$0.20</li> <li>For 625,000 performance rights: \$0.25</li> <li>For 10,862,500 performance rights: \$0.30</li> </ul>	30 months from the Grant Date <sup>1</sup>

*\*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.*

<sup>1</sup> This means that Performance Rights cannot vest until this minimum vesting period has been satisfied, regardless of when the share price hurdles are achieved

It is proposed that the vesting terms of performance rights issued under the PRP since 23 July 2019 be amended as follows:

#### PROPOSED NEW VESTING TERMS OF EXISTING PERFORMANCE RIGHTS UNDER THE 2022 PERFORMANCE RIGHTS PLAN

It is proposed, subject to Resolution 3 being passed, that the vesting conditions attached to the existing 39,630,000 Performance Rights on issue be amended such that on and from the date on which Resolution 3 is passed, these Performance Rights will vest in the manner set out in the tables below, provided the following conditions are met:

- (a) For 60% of the Performance Rights (**Tranche A Performance Rights**), the following performance hurdles must be satisfied:
- (i) the recipient must remain continuously employed or continue to provide services to the Company up to the date the Board makes a determination that the Vesting Conditions are met (**Vesting Period**); and
  - (ii) the time (minimum vesting period) and share price hurdles set out below are satisfied:

First Share Price Hurdle (applies to 50% of the Tranche A Performance Rights – ie, 30% of the total number of Performance Rights that may vest)	
Share Price Hurdle	Minimum Vesting Period
<p>Comms Group Share Price Hurdle of \$0.125 or \$0.15 achieved during the Term, as noted below:</p> <ul style="list-style-type: none"> <li>• For 8,250,000 performance rights: \$0.125</li> <li>• For 11,502,500 performance rights: \$0.15</li> </ul> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p>	18 months from the Grant Date <sup>1</sup>

Second Share Price Hurdle (applies to 50% of the Tranche A Performance Rights – ie, 30% of the total number of Performance Rights that may vest)	
Share Price Hurdle	Minimum Vesting Period
<p>Comms Group Share Price Hurdle of \$0.20 achieved during the Term, for 19,737,500 performance rights.</p> <p><i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></p>	30 months from the Grant Date <sup>1</sup>

<sup>1</sup>This means that Performance Rights cannot vest until this minimum vesting period has been satisfied, regardless of when the share price hurdles are achieved

Shareholders will note that these Share Price Hurdles are the same as or, in some cases, lower than the existing Share Price Hurdles. The table below outlines the existing Share Price Hurdles and the proposed new Share Price Hurdles for each of the existing performance rights:

Number of Performance Rights & Type of Share Price Hurdle (First or Second)	Existing Share Price Hurdle	Proposed New Share Price Hurdle
8,250,000 (First Share Price Hurdle)	\$0.125	\$0.125
625,000 (First Share Price Hurdle)	\$0.15	\$0.15
10,877,500 (First Share Price Hurdle)	\$0.20	\$0.15
8,250,000 (Second Share Price Hurdle)	\$0.20	\$0.20
625,000 (Second Share Price Hurdle)	\$0.25	\$0.20
10,862,500 (First Share Price Hurdle)	\$0.30	\$0.20

- (b) For 40% of the Performance Rights (**Tranche B Performance Rights**), one of the two following performance hurdles must be satisfied:
- (i) the recipient must remain continuously employed or continue to provide services to the Company up to the relevant Vesting Period End Date (refer below, irrespective of the Company's share price during this time); or
  - (ii) they must:
    - a. remain continuously employed or continue to provide services to the Company up to the date the Board makes a determination that the Vesting Conditions are met; and
    - b. satisfy the time (minimum vesting period referred to in (a) above) and the share price hurdles set out above.

Tenure Based Hurdle (applies to Tranche B Performance Rights – ie, 40% of the total number of Performance Rights that may vest)	
% of Performance Rights	Vesting Period End Date
50% of the Tranche B Performance Rights (ie, 20% of the total Performance Rights)	24 months from the Grant Date
25% of the Tranche B Performance Rights (ie, 10% of the total Performance Rights)	36 months from the Grant Date
25% of the Tranche B Performance Rights (ie, 10% of the total Performance Rights)	48 months from the Grant Date

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

The Board has proposed these changes to the vesting terms that attach to the Performance Rights currently on issue to better incentivise the Company's key people. The challenges brought by the COVID-19 pandemic and macroeconomic and geopolitical factors means that the recruitment and retention of key people is more critical than ever. The terms of the existing Performance Rights were framed before these challenges arose or before their input was fully realised. The proposed new terms better align the interests of the Company's key people with the interests of the Company and its Shareholders.

The Board recommends that Shareholders vote in favour of Resolution 4.

**Resolutions 5 to 8: Approval of participation in CCG 2022 Performance Rights Plan by Directors (John Mackay, Ben Jennings, Claire Bibby and Ryan O'Hare)**

The Board proposes to grant 1,000,000 Performance Rights under the CCG 2022 Performance Rights Plan (**PRP**) to each of John Mackay,

Comms Group Limited (ASX: CCG) ACN 619 196 539 **p:** 1300 42 66 67 **e:** investors@commsgroup.limited **w:** https://commsgroup.limited

Benjamin Jennings, Claire Bibby and Ryan O'Hare (the **Related Parties**), all of whom are directors of the Company.

The terms of the Performance Rights proposed to be granted are set out below.

The Board believes the PRP will:

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

#### Approval for the purposes of the ASX Listing Rules

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

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

The Board proposes to invite the Related Parties to be granted Performance Rights under the PRP and therefore seeks shareholder approval under ASX Listing Rule 10.14. The Performance Rights are issued in lieu of the level of Director fees paid in cash, which is considered by the Company to be relatively low.

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

John Mackay	\$90,364
Benjamin Jennings	\$50,182
Claire Bibby	\$50,182
Ryan O'Hare	\$50,182

Pursuant to ASX Listing Rule 10.15.5, the Related Parties have previously been issued equity securities under the PRP, as follows:

John Mackay	1,500,000 performance rights (750,000 12.5c vesting price and 750,000 20c vesting price) expiring June 2024; nil acquisition price and nil exercise price
Benjamin Jennings	1,000,000 performance rights (500,000 12.5c vesting price and 500,000 20c vesting price) expiring June 2024; nil acquisition price and nil exercise price
Claire Bibby	500,000 performance rights (125,000 12.5c vesting price; 125,000 15c vesting price; 125,000 20c vesting price; 125,000 25c vesting price) expiring December 2025; nil acquisition price and nil exercise price
Ryan O'Hare	Nil performance rights issued or held

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

#### Terms on which Performance Rights will be granted to Directors

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

Terms	Details
-------	---------

Number of Performance Rights	Each Related Party will be offered 1,000,000 Performance Rights each (totaling 4,000,000 Performance Rights) Performance Rights are not quoted but are listed under ASX Code CCGAC												
Price payable to acquire Performance Rights	Nil												
Exercise Price	Nil (i.e. no amount is payable to exercise a Performance Right to acquire a Share in the Company once the Vesting Conditions are satisfied)												
Term or Expiry Date	5 years from the date of grant												
Vesting Conditions	<p>The Performance Rights to be granted to Directors will vest in the manner set out in the tables below, provided the following conditions are met:</p> <p>(a) For 60% of the Performance Rights (<b>Tranche A Performance Rights</b>), the following performance hurdles must be satisfied:</p> <p>(i) they must remain a director up to the date the Board makes a determination that the Vesting Conditions are met (<b>Vesting Period</b>); and</p> <p>(ii) the time (minimum vesting period) <u>and</u> share price hurdles set out below are satisfied:</p> <table border="1" style="margin-left: 20px;"> <thead> <tr> <th colspan="2" style="background-color: #4F81BD; color: white;">First Share Price Hurdle (applies to 50% of the Tranche A Performance Rights – ie, 30% of the total number of Performance Rights that may vest)</th> </tr> <tr> <th style="background-color: #A9A9A9;">Share Price Hurdle</th> <th style="background-color: #A9A9A9;">Minimum Vesting Period</th> </tr> </thead> <tbody> <tr> <td>Comms Group Share Price Hurdle of \$0.15 achieved during the Term  <i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></td> <td>18 months from the Grant Date<sup>1</sup></td> </tr> </tbody> </table> <table border="1" style="margin-left: 20px;"> <thead> <tr> <th colspan="2" style="background-color: #4F81BD; color: white;">Second Share Price Hurdle (applies to 50% of the Tranche A Performance Rights – ie, 30% of the total number of Performance Rights that may vest)</th> </tr> <tr> <th style="background-color: #A9A9A9;">Share Price Hurdle</th> <th style="background-color: #A9A9A9;">Minimum Vesting Period</th> </tr> </thead> <tbody> <tr> <td>Comms Group Share Price Hurdle of \$0.20 achieved during the Term  <i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i></td> <td>30 months from the Grant Date<sup>1</sup></td> </tr> </tbody> </table> <p><sup>1</sup>This means that Performance Rights cannot vest until this minimum vesting period has been satisfied, regardless of when the share price hurdles are achieved.</p> <p>(b) For 40% of the Performance Rights (<b>Tranche B Performance Rights</b>), one of the two following performance hurdles must be satisfied:</p> <ol style="list-style-type: none"> <li>2. they must remain a director up to the relevant Vesting Period End Date (refer below, irrespective of the Company's share price during this time); or</li> <li>3. they must:             <ol style="list-style-type: none"> <li>a. remain a director up to the date the Board makes a determination that the Vesting Conditions are met; <u>and</u></li> </ol> </li> </ol>	First Share Price Hurdle (applies to 50% of the Tranche A Performance Rights – ie, 30% of the total number of Performance Rights that may vest)		Share Price Hurdle	Minimum Vesting Period	Comms Group Share Price Hurdle of \$0.15 achieved during the Term  <i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i>	18 months from the Grant Date <sup>1</sup>	Second Share Price Hurdle (applies to 50% of the Tranche A Performance Rights – ie, 30% of the total number of Performance Rights that may vest)		Share Price Hurdle	Minimum Vesting Period	Comms Group Share Price Hurdle of \$0.20 achieved during the Term  <i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i>	30 months from the Grant Date <sup>1</sup>
First Share Price Hurdle (applies to 50% of the Tranche A Performance Rights – ie, 30% of the total number of Performance Rights that may vest)													
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Second Share Price Hurdle (applies to 50% of the Tranche A Performance Rights – ie, 30% of the total number of Performance Rights that may vest)													
Share Price Hurdle	Minimum Vesting Period												
Comms Group Share Price Hurdle of \$0.20 achieved during the Term  <i>*The share price hurdle must be reached on at least 20 consecutive trading days at any time during the Term of the Performance Rights in order to satisfy this hurdle.</i>	30 months from the Grant Date <sup>1</sup>												

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- b. satisfy the time (minimum vesting period referred to in (a) above) and the share price hurdles set out above.

Tenure Based Hurdle (applies to Tranche B Performance Rights – ie, 40% of the total number of Performance Rights that may vest)	
% of Performance Rights	Vesting Period End Date
50% of the Tranche B Performance Rights (ie, 20% of the total Performance Rights)	24 months from the Grant Date
25% of the Tranche B Performance Rights (ie, 10% of the total Performance Rights)	36 months from the Grant Date
25% of the Tranche B Performance Rights (ie, 10% of the total Performance Rights)	48 months from the Grant Date

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

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

Maximum number of securities to be issued	1,000,000 Performance Rights are approved for issue to each Director named above, with a total of 4,000,000 Performance Rights proposed to be issued subject to shareholder approval.
Price at which the securities will be issued	Nil (refer to above table).
The date by which the Company will issue the Performance Rights	The Board will grant the Performance Rights as soon as practicable following the Annual General Meeting, subject to Shareholders approving the Resolution, and in any case not later than 3 years after the date of the Meeting.
Terms of any loan in relation to the issue of Performance Rights	No loan terms applicable.
Information required under ASX Listing Rule 10.15.11	<p>Each Related Party is entitled to participate in the PRP.</p> <p>Subject to Shareholders approving Resolutions 5 to 8, details of any Performance Rights granted to a Director under the PRP will be published in the Company's annual report for the year in which the grant is made noting that approval for the grant was obtained under ASX Listing Rule 10.14.</p> <p>Any additional persons covered by Listing Rule 10.14 who become entitled to participate in the PRP after approval of these Resolutions and who were not named in this Notice of Meeting will not participate until separate approval is obtained under Listing Rule 10.14.</p>

#### Recommendation

The Board, as members of the Key Management Personnel, abstain from making a recommendation in relation to Resolutions 5 to 8.

**Resolution 9: Approval of Additional 10% Placement Capacity**

The Company seeks Shareholder approval to permit the Company to issue an additional 10% of its issued capital over a 12-month period in accordance with ASX Listing Rule 7.1A (**Additional Placement Capacity**).

ASX Listing Rule 7.1 permits the Company to issue a maximum of 15% of its capital in any 12-month period without requiring shareholder approval. Under ASX Listing Rule 7.1A, eligible entities (companies that are outside the S&P/ASX 300 Index and have a market capitalisation of \$300 million or less) can issue a further 10% of share capital in 12 months on a non-pro rata basis subject to the Company obtaining shareholder approval at its Annual General Meeting.

Securities issued under the Additional Placement Capacity must be in the same class as an existing quoted class of securities of the Company. As at the date of this Notice the Company has one class of quoted securities on issue, being Ordinary Fully Paid Shares (ASX Code: CCG).

The Company is an eligible entity as at the date of this Notice of Meeting. The number of Shares that may be issued (if Shareholder approval is obtained at the Annual General Meeting) will be determined in accordance with the following formula prescribed in ASX Listing Rule 7.1A.2:

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

where:

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

- (a) *plus*, the number of fully paid shares issued in the 12 months under an exception in ASX Listing Rule 7.2;
- (b) *plus*, the number of partly paid shares that became fully paid in the 12 months;
- (c) *plus*, the number of fully paid shares issued in the 12 months with approval of holders of Shares under ASX Listing Rules 7.1 and 7.4. This does not include an issue of fully paid shares under the entity's 15% capacity pursuant to ASX Listing Rule 7.1 without shareholder approval; and
- (d) *less* the number of fully paid shares cancelled in the 12 months.

**D** is 10%.

**E** is the number of equity securities issued or agreed to be issued under Listing Rules 7.1A.2 in the 12 months before the date of the issue or agreement to issue that are not issued with the approval of Shareholders under ASX Listing Rule 7.4.

**Securities issued under LR7.1A**

*Technical information required by ASX Listing Rule 7.3A*

Following shareholder approval at the 2021 Annual General Meeting held on 23 November 2021 to issue an additional 10% of its issued capital over a 12-month period in accordance with ASX Listing Rule 7.1A, the following information is provided in relation to the Listing Rule 7.3A:

- a) no Shares have been issued under LR7.1A

**Required Information**

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

<b>Minimum price at which equity securities may be issued</b>	<p>The issue price of each Share must be no less than 75% of the volume weighted average price for the Shares calculated over the 15 trading days on which trades in that class were recorded immediately before:</p> <ul style="list-style-type: none"> <li>• the date on which the price, at which the securities are to be issued, is agreed; or</li> <li>• if the securities are not issued within ten trading days of the date referred to above, the date on which the securities are issued.</li> </ul>
<b>Risk of economic and voting dilution</b>	<p>An issue of Shares under ASX Listing Rule 7.1A involves the risk of economic and voting dilution for existing ordinary security holders. The risks include:</p> <ul style="list-style-type: none"> <li>• the market price for Shares may be significantly lower on the issue date than on the date of the approval under ASX Listing Rule 7.1A; and</li> </ul>

	<ul style="list-style-type: none"> <li>the equity securities may be issued at a price that is at a discount to the market price for the Shares on the issue date.</li> </ul> <p>Under ASX Listing Rule 7.3A.2, a table describing the notional possible dilution, based upon various assumptions as stated, is set out below.</p>
<b>Date by which the securities will be issued</b>	<p>The period commencing on the date of the Annual General Meeting (to which this Notice relates) at which approval is obtained and expiring on the first to occur of the following:</p> <ul style="list-style-type: none"> <li>the date which is 12 months after the date of the annual general meeting at which approval is obtained;</li> <li>the time and date of the Company's next annual general meeting; and</li> <li>the date of the approval by holders of the Company's ordinary securities of a transaction under ASX Listing Rules 11.1.2 or 11.2.</li> </ul> <p>The approval under ASX Listing Rule 7.1A will cease to be valid if holders of the Company's ordinary securities approve a transaction under ASX Listing Rules 11.1.2 or 11.2.</p>
<b>Purposes for which the equity securities may be issued, including whether the Company may issue them for non-cash consideration</b>	<p>It is the Board's current intention that any funds raised under an issue of equity securities will be used for general working capital requirements and to increase resources available to pursue major clients and partnerships.</p> <p>The issue of securities under Listing Rule 7.1A can only be made for cash consideration purposes only.</p> <p>The Company will comply with ASX Listing Rule 7.1A.3 in relation to the issue being an existing quoted class of equity securities and the minimum issue price limitation to such issue.</p>
<b>Details of CCG's allocation policy for issues under approval</b>	<p>The Company's allocation policy is dependent on the prevailing market conditions at the time of any proposed issue pursuant to ASX Listing Rule 7.1A. The identity of the allottees will be determined on a case-by-case basis having regard to factors including but not limited to the following:</p> <ul style="list-style-type: none"> <li>the prevailing market conditions at the time of the issue;</li> <li>the purpose of the issue;</li> <li>the ability of the Company to raise funds at the time of the proposed issue and whether the raising of any funds under such placement could be carried out by alternative means such as an entitlement offer, a placement and another offer where existing Shareholders may participate;</li> <li>the dilutionary effect of the proposed issue of the securities on existing Shareholders at the time of the proposed issue;</li> <li>the effect of the issue on the control of the Company;</li> <li>the circumstances of the Company, including, but not limited to the financial situation and solvency of the Company; and</li> <li>advice from its professional advisers, including corporate, financial and broking advisers (if applicable).</li> </ul> <p>The allottees under the ASX Listing Rule 7.1A facility have not been determined as at the date of this Notice of Meeting but may be existing substantial shareholders and new shareholders who are not related parties or associates of a related party of the Company. Further, if the Company is successful in acquiring new assets, subsidiaries or investments, it is likely that the allottees under the ASX Listing Rule 7.1A facility will be or include the vendors of the new assets or investments.</p>
<b>Previous approvals under ASX Listing Rule 7.1A</b>	<p>The Company has previously requested approval from Shareholders under ASX Listing Rule 7.1A at the Annual General Meeting held on 23 November 2021.</p> <p>During the 12-month period preceding the date of the Meeting, being on and from 23 November 2021, the Company has not issued any Equity Securities pursuant to that previous approval.</p>
<b>Equity Securities on issue as of 12 October 2022</b>	374,653,877 Shares

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

The table shows two examples where variable "A" has increased, by 50% and 100%. Variable "A" is based on the number of ordinary securities the Company has on issue. The number of ordinary securities on issue may increase as a result of issues of ordinary securities that do not require shareholder approval (for example, a pro rata entitlement issue or scrip issued under a takeover offer) or future specific placements under ASX Listing Rule 7.1 that are approved at a future meeting of shareholders.

The table also shows two examples where the issue price of ordinary securities has decreased by 50% and increased by 100% as against the market (issue) price as of 12 October 2022.

Number of Shares on Issue (Variable A in Listing Rule 7.1A.2)		Shares issued – 10% voting dilution	Issue Price		
			\$0.036	\$0.072	\$0.144
			50% decrease	Issue Price	100% increase
			Funds Raised		
Current Shares	374,653,877	37,465,388	\$1,348,754	\$2,697,508	\$5,395,016
50% increase in Shares	561,980,816	56,198,082	\$2,023,131	\$4,046,262	\$8,092,524
100% increase in Shares	749,307,754	74,930,775	\$2,697,508	\$5,395,016	\$10,790,032

The number of Shares on issue (Variable A in the formula) could 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.

**The table above uses the following assumptions:**

- There are currently 374,653,877 Shares on issue.
- The issue price set out above is the closing market price of the Shares on the ASX on 12 October 2022.
- The Company issues the maximum possible number of Equity Securities under the 7.1A Mandate.
- The Company has not issued any Equity Securities in the 12 months prior to the Meeting that were issued under an exception in Listing Rule 7.2 or with approval under Listing Rule 7.1.
- The issue of Equity Securities under the Listing Rule 7.1A mandate consists only of Shares. It is assumed that no Options or Performance Rights or Convertible Notes are exercised into Shares before the date of issue of the Equity Securities.
- The calculations above do not show the dilution that any one particular Shareholder will be subject to. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- This table does not set out any dilution pursuant to approvals under Listing Rule 7.1 unless otherwise disclosed.
- The 10% voting dilution reflects the aggregate percentage dilution against the issued share capital at the time of issue. This is why the voting dilution is shown in each example as 10%.
- The table does not show an example of dilution that may be caused to a particular Shareholder by reason of placements under the Listing Rule 7.1A mandate, based on that Shareholder's holding at the date of the Meeting.

**Shareholders should note that there is a risk that:**

- the market price for the Company's Shares may be significantly lower on the issue date than on the date of the Meeting; and
- the Shares may be issued at a price that is at a discount to the market price for those Shares on the date of issue.

**Board Recommendation**

Resolution 9 is a special resolution, requiring approval of at least 75% of the votes cast by Shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

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

#### **Resolution 10: Amendment to Constitution**

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Resolution 10 is a special resolution and requires the approval of at least 75% of the votes cast by shareholders present and eligible to vote (in person, by proxy, by attorney or, in the case of a corporate Shareholder, by a corporate representative) in order to be passed.

Under ASIC Corporations (Virtual-only Meetings) Instrument 2022/129, a company whose shares are listed on the ASX can hold a virtual-only meeting until 31 May 2022. However after that date, the company must amend its constitution to allow for virtual-only meetings to be held.

The purpose of the proposed changes will allow the Board in exceptional circumstances to call a meeting of shareholders and have the flexibility to hold the meeting as a virtual only meeting.

The Board will continue to hold its Annual General Meeting as a hybrid meeting of shareholders where permitted.

The proposed changes to the Company's Constitution are as follows:

a) Clause 35.4 of the Company's Constitution states the following:

The Company may hold a meeting of Members at two or more venues using any technology that gives the Members as a whole a reasonable opportunity to participate.

For the Company to hold a virtual-only meeting of members, an amendment to clause 35.4 (in italics) is required as follows:

*"A general meeting of Members, including a hybrid or virtual-only meeting, may be held at two or more venues simultaneously using any technology that gives the Members as a whole a reasonable opportunity to participate."*

b) Clause 39 of the Company's Constitution relates to a quorum for a general meeting. The following is to be inserted as clause 39.4 to allow members attending virtually to be considered present at the general meeting:

*"If a separate meeting place is linked to the main place of a meeting of Shareholders by an instantaneous audio-visual communication device which, by itself or in conjunction with other arrangements:*

- (i) gives the general body of members in the separate meeting place a reasonable opportunity to participate in proceedings in the main place;*
- (ii) enables the Chair of the meeting to be aware of proceedings in the other place; and*
- (iii) enables the Shareholders in the separate meeting place to vote on a show of hands or on a poll;*

*a Shareholder present at the separate meeting place is taken to be present at the general meeting and entitled to exercise all rights as if he or she was present at the main place.*

*Nothing in this clause is to be taken to limit the powers conferred on the Chair of the meeting by law."*

c) Clause 42 of the Company's Constitution relates to an adjournment of a general meeting. The following is to be inserted as clause 42.9 to allow an adjourned general meeting held as a virtual only meeting to be held in the same manner as the meeting was held prior to it being adjourned:

*"If, before or during the meeting, any technical difficulty occurs where one or more of the matters set out under this article 42 is not satisfied, the chair may:*

- (i) adjourn the meeting until the difficulty is remedied; or*
- (ii) continue to hold the meeting in the main place (and any other place which is linked under article 35.4 and transact business, and no member may object to the meeting being held or continuing."*

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 10.

#### **Directors' recommendation**

All directors recommend that shareholders vote in favour of Resolution 10.

**Resolution 11: Ratify a prior issue of shares**

Resolution 11 seeks Shareholder ratification pursuant to ASX Listing Rule 7.4 for the issue of 34,234,162 Shares on the terms outlined below (**Ratification**).

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

ASX Listing Rule 7.4 sets out an exception to ASX Listing Rule 7.1. It provides that where a company in a general meeting ratifies the previous issue of securities made pursuant to ASX Listing Rule 7.1 (and provided that the previous issue did not breach ASX Listing Rule 7.1) those securities will be deemed to have been made with shareholder approval for the purpose of ASX Listing Rule 7.1.

By ratifying this issue, the Company will retain the flexibility to issue equity securities in the future up to the 15% annual placement capacity set out in ASX Listing Rule 7.1 without the requirement to obtain prior Shareholder approval.

**Technical information required by ASX Listing Rule 7.4**

Pursuant to and in accordance with ASX Listing Rule 7.5, the following information is provided in relation to the Ratification:

- a) a total of 34,324,162 Shares were issued under ASX Listing Rule 7.1 in three separate tranches:
  - I. 18,990,828 Tranche 1 Subscription Shares were issued at a deemed issue price of \$0.105314 on 10 February 2022 to the vendors of On Group Holdings Pty Ltd under the terms of the share sale and purchase agreement the Company executed in connection with its acquisition of that entity;
  - II. 2,000,000 Tranche 1 Subscription Shares were issued at a deemed issue price of \$0.09 per share on 6 April 2022 to the vendor of Binary Networks Pty Ltd under the terms of the share sale and purchase agreement the Company executed in connection with its acquisition of that entity; and
  - III. 13,333,334 Tranche 2 Subscription Shares were issued at a deemed issue price of \$0.075 per share on 4 July 2022 to the vendors of On Group Holdings Pty Ltd under the terms of the share sale and purchase agreement the Company executed in connection with its acquisition of that entity;
- b) the Shares issued were all fully paid ordinary shares in the capital of the Company issued on the same terms and conditions as the Company's existing Shares;
- c) the Shares were issued under a Share Sale and Purchase Agreement between the Company and the Vendors; and
- d) no funds were raised from this issue of Shares.

The Chairman of the meeting intends to vote undirected proxies in favour of Resolution 11.

**Directors' recommendation**

All directors recommend that shareholders vote in favour of Resolution 11.

## SCHEDULE 1 – PERFORMANCE RIGHTS PLAN

The objective of the CCG 2022 Performance Rights Plan (**PRP**) is to attract, motivate and retain Directors, employees and consultants and it is considered by the Company that the adoption of the PRP and the future issue of securities pursuant to the terms of the CCG Performance Rights Plan will provide eligible participants with the opportunity to participate in the future growth of the Company.

### Rationale

The Board believes that the PRP will:

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

### Key Features

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

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

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

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

which must be detailed in the invitations made to Participants.

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

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

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

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

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

### Cessation of employment or office

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

### Other features

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

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

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

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

For personal use only

## GLOSSARY

<b>AEDT</b>	Australian Eastern Daylight-savings Time
<b>ASIC</b>	means the Australian Securities and Investments Commission.
<b>ASX</b>	means ASX Limited or its financial market, the Australian Securities Exchange, as the context requires.
<b>ASX Listing Rules</b>	means the listing rules of ASX as they are amended from time to time.
<b>Board</b>	means the board of directors of CCG from time to time.
<b>Closely Related Party</b>	has the meaning given to it in the Corporations Act (and effectively means a spouse, child or dependent of the relevant member of the Company's Key Management Personnel).
<b>Company or CCG</b>	means Comms Group Limited ACN 619 196 539.
<b>Constitution</b>	means the Company's constitution.
<b>Corporations Act</b>	means the <i>Corporations Act 2001</i> (Cth).
<b>Directors</b>	means the directors of the Company.
<b>Explanatory Memorandum</b>	means the explanatory notes to the Resolutions that forms part of the Notice of Meeting.
<b>Key Management Personnel</b>	means the people with authority and responsibility for planning, directing and controlling the activities of an entity, directly or indirectly, including any directors (whether executive or otherwise) of that entity).
<b>Meeting</b>	means the annual general meeting of Shareholders called by the Notice of Meeting.
<b>Notice or Notice of Meeting or Notice of Annual General Meeting</b>	means this notice of annual general meeting and explanatory memorandum.
<b>Performance Rights Plan</b>	Plan originally approved by shareholders on 23 July 2019
<b>Proxy Form</b>	means the proxy form accompanying the Notice.
<b>Remuneration Report</b>	means the remuneration report set out in the Company's 2022 Annual Report.
<b>Resolutions</b>	means the resolutions set out in the Notice.
<b>Share</b>	means a fully paid ordinary share in the capital of CCG.
<b>Shareholder</b>	means a holder of one or more Shares.
<b>Variable A</b>	means "A" as set out in the formula in Listing Rule 7.1A.2

**All Correspondence to:**

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

**YOUR VOTE IS IMPORTANT**

For your vote to be effective it must be recorded **before 11:00am (Sydney Time) on Sunday, 20 November 2022.**

**TO VOTE ONLINE**

**BY SMARTPHONE**

- STEP 1: VISIT** <https://www.votingonline.com.au/ccgagm2022>  
**STEP 2: Enter your Postcode OR Country of Residence (if outside Australia)**  
**STEP 3: Enter your Voting Access Code (VAC):**



Scan QR Code using smartphone  
QR Reader App

**TO VOTE BY COMPLETING THE PROXY FORM**

**STEP 1 APPOINTMENT OF PROXY**

Indicate who you want to appoint as your Proxy.

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

**Appointment of a Second Proxy**

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

To appoint a second proxy you must:

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

**STEP 2 VOTING DIRECTIONS TO YOUR PROXY**

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

**Proxy which is a Body Corporate**

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

**STEP 3 SIGN THE FORM**

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

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

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

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

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

**STEP 4 LODGEMENT**

Proxy forms (and any Power of Attorney under which it is signed) must be received no later than 48 hours before the commencement of the meeting, therefore by **11:00 am (Sydney Time) on Sunday, 20 November 2022.** Any Proxy Form received after that time will not be valid for the scheduled meeting.

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

💻 **Online** [www.votingonline.com.au/ccgagm2022](http://www.votingonline.com.au/ccgagm2022)

📠 **By Fax** + 61 2 9290 9655

✉ **By Mail** Boardroom Pty Limited  
GPO Box 3993,  
Sydney NSW 2001 Australia

👤 **In Person** **Until 28 October 2022**  
Boardroom Pty Limited  
Level 12, 225 George Street,  
Sydney NSW 2000 Australia

**From 31 October 2022**  
Boardroom Pty Limited  
Level 8, 210 George Street,  
Sydney NSW 2000 Australia

**Attending the Meeting**

If you wish to attend the meeting please bring this form with you to assist registration.

**Your Address**

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

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

**PROXY FORM**

**STEP 1 APPOINT A PROXY**

I/We being a member/s of **Comms Group Limited** (Company) and entitled to attend and vote hereby appoint:

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

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chair of the Meeting as my/our proxy at the Annual General Meeting of the Company to be held as a **hybrid meeting at the Boardroom (Room 3), Level 1, 1 Margaret Street, Sydney NSW 2000 and virtually at <https://web.lumiagm.com/320-819-658> on Tuesday, 22 November 2022 at 11:00am (Sydney Time)** and at any adjournment of that meeting, to act on my/our behalf and to vote in accordance with the following directions or if no directions have been given, as the proxy sees fit.

**Chair of the Meeting authorised to exercise undirected proxies on remuneration related matters:** If I/we have appointed the Chair of the Meeting as my/our proxy or the Chair of the Meeting becomes my/our proxy by default and I/we have not directed my/our proxy how to vote in respect of Resolutions 1, 3, 4, 5, 6, 7 and 8, I/we expressly authorise the Chair of the Meeting to exercise my/our proxy in respect of these Resolutions even though Resolutions 1, 3, 4, 5, 6, 7 and 8 are connected with the remuneration of a member of the key management personnel for the Company.

The Chair of the Meeting will vote all undirected proxies in favour of all Items of business (including Resolutions 1, 3, 4, 5, 6, 7 and 8). If you wish to appoint the Chair of the Meeting as your proxy with a direction to vote against, or to abstain from voting on an item, you must provide a direction by marking the 'Against' or 'Abstain' box opposite that resolution.

**STEP 2 VOTING DIRECTIONS**

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

		FOR	AGAINST	ABSTAIN*			FOR	AGAINST	ABSTAIN*
<b>Res 1</b>	Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 7</b>	Approval of participation in 2022 Performance Rights Plan by related party (Claire Bibby)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 2</b>	Re-election of Director – Ms Claire Bibby	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 8</b>	Approval of participation in 2022 Performance Rights Plan by related party (Ryan O'Hare)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 3</b>	Approval of 2022 Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 9</b>	Approval of additional 10% placement capacity ( <b>Special Resolution</b> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 4</b>	Approval to amend terms of rights issued under the Performance Rights Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 10</b>	Amendments to Constitution ( <b>Special Resolution</b> )	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 5</b>	Approval of participation in 2022 Performance Rights Plan by related party (John Mackay)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>	<b>Res 11</b>	Ratify a prior issue of Ordinary Shares	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
<b>Res 6</b>	Approval of participation in 2022 Performance Rights Plan by related party (Ben Jennings)	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>					

**STEP 3 SIGNATURE OF SECURITYHOLDERS**

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

Individual or Securityholder 1

Sole Director and Sole Company Secretary

Securityholder 2

Director

Securityholder 3

Director / Company Secretary

Contact Name.....

Contact Daytime Telephone.....

Date / / 2022