

Notice of Annual General Meeting and Proxy Form

Plenti Group Limited (ASX:PLT) provides the attached Notice of Annual General Meeting and Proxy Form.

Authorised for release by the Board of Plenti Group Limited.

For more information please contact:

Adam Bennett
Chief Executive Officer
shareholders@plenti.com.au

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About Plenti

Plenti is a fintech lender. We provide faster, fairer loans by leveraging our smart technology.

We offer award-winning automotive, renewable energy and personal loans, delivered by our proprietary technology, to help creditworthy borrowers bring their big ideas to life.

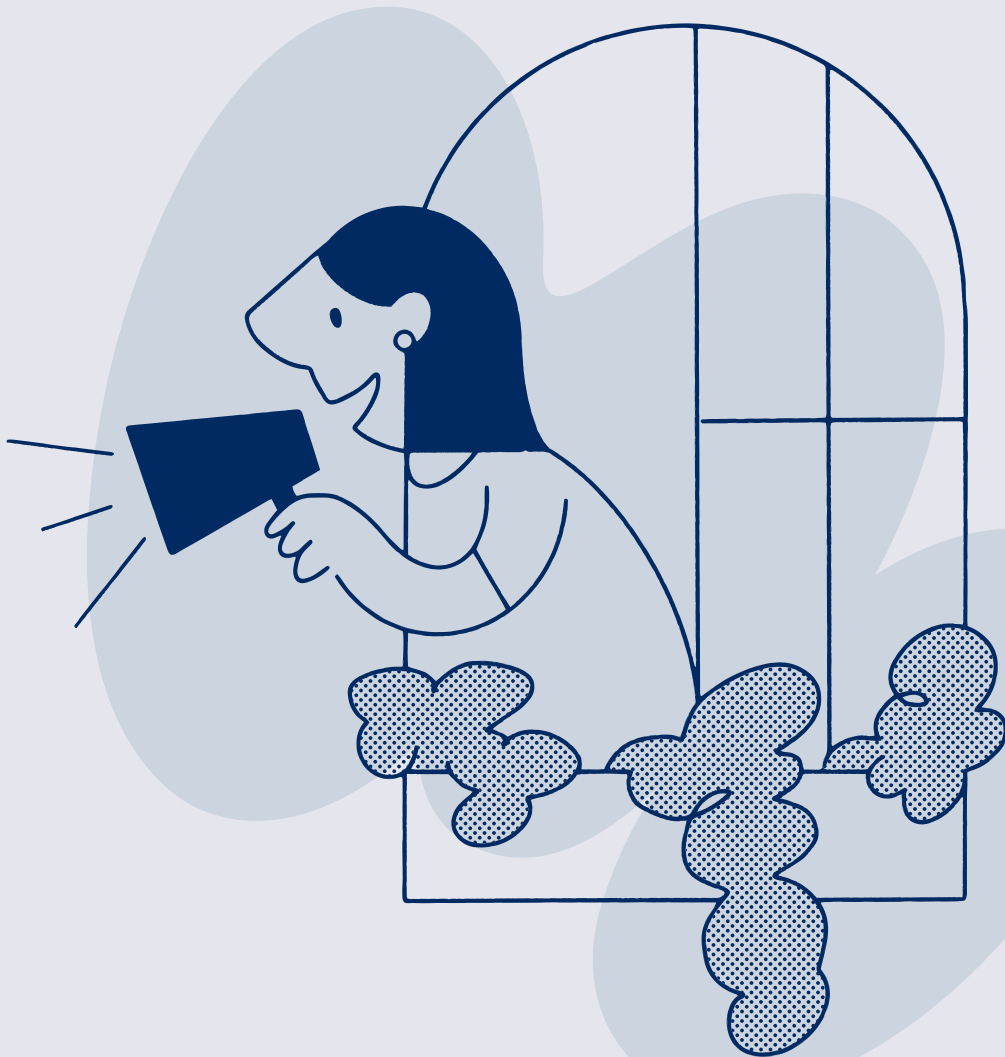
Since our establishment in 2014, our loan originations have grown consistently, supported by diversified loan products, distribution channels and funding, and underpinned by our exceptional credit performance and continual innovation.

For more information visit plenti.com.au/shareholders.

Plenti Group Limited

Notice of 2024 Annual General Meeting
Explanatory Statement | Proxy Form

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27 August 2024 | 3:00pm AEST

This AGM will be held as a virtual meeting at https://us02web.zoom.us/webinar/register/WN_Ybl_FoZLSzuezUaubBmdUQ

Registration will commence at **2:30pm (AEST)**.

Further instructions for attending the meeting online are provided within this Notice and in the Registration and Voting Guide available at https://staff-web.automicgroup.com.au/er/public/api/documents/PLT?fileName=Virtual_Meeting_Registration_and_Voting_Shareholder_Guide_V2.pdf.

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

Letter from the Chairman

Dear Shareholders

On behalf of the Board of Plenti Group Limited (**Plenti**), I am pleased to invite you to join the Annual General Meeting (**AGM**), which will be held on **Tuesday, 27 August 2024** at **3:00pm (AEST)**.

Consistent with previous years, Plenti is holding its AGM in a virtual format, only accessible online.

Shareholders and proxy holders participating in the meeting will be able to submit questions and vote in real time. I encourage the lodgement of proxy votes ahead of the meeting and Shareholders are also able to submit their questions in advance via email. Further details regarding participation in the AGM are set out on page 13 of this document.

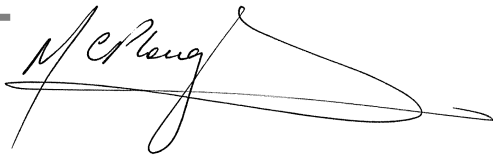
The notice of meeting sets out the business that will be proposed at the AGM, with 5 key items in addition to the consideration of the financial statements and reports, and the adoption of the remuneration report.

The items of business to be proposed at the meeting are the re-election of Susan Forrester, and election of Daniel Foggo, as Directors; the approval of a grant of performance rights to Daniel Foggo, the outgoing CEO and Executive Director; the approval of an increase to Plenti's ASX Listing Rule placement capacity, and the approval of issue of Securities under Plenti's Employee Equity Plan.

The Board, excluding the interested directors, recommends that Shareholders vote in favour of the proposed resolutions.

The results of the AGM will be available at www.plenti.com.au and on the ASX after the meeting has concluded.

On behalf of the Board, I look forward to welcoming you to Plenti's 2024 AGM.



Mary Ploughman
Chairman

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Notice of Annual General Meeting

Notice is given that the 2024 Annual General Meeting of Plenti Group Limited (ACN 643 435 492) (the **Company**) will be held at 3:00pm (AEST) on Tuesday, 27 August 2024 as a virtual meeting (**Meeting** or **AGM**).

The Explanatory Statement to this Notice of Meeting provides additional information on each item of business to be considered at the Meeting. The Explanatory Statement and the Proxy Form constitute part of this Notice of Meeting.

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

Items of business

Item 1 – Financial statements and reports

To receive and to consider the Annual Financial Report of the Company for the financial year ended 31 March 2024 together with the declaration of the Directors, the Directors' Report, the Remuneration Report, and the Auditor's Report for that financial year.

Note: This item is for discussion only.

Item 2 – Adoption of Remuneration Report

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

"That the Remuneration Report for the financial year ended 31 March 2024 be adopted."

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

Item 3 – Re-election of Susan Forrester as a Director

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

"To re-elect Susan Forrester as a Director of the Company."

Item 4 – Election of Daniel Foggo as a Director

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

"To elect Daniel Foggo as a Director of the Company."

Item 5 – Approval of Issue of STI Share Rights to Mr Daniel Foggo, Director and outgoing CEO of the Company

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

"That the issue and allotment of 202,003 STI Share Rights to Mr Daniel Foggo, Director and outgoing CEO of the Company, under the Company's FY24 Short Term Incentive Plan, as described in the Explanatory Statement, be approved for the purposes of ASX Listing Rule 10.14 and for all other purposes."

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

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

"That, for the purposes of ASX Listing Rule 7.1A and for all other purposes, the issue of equity securities up to 10% of the issued capital of the Company (at the time of issue), calculated in accordance with the formula prescribed in ASX Listing Rule 7.1A.2 and otherwise on the terms and conditions set out in the Explanatory Statement, be approved."

Item 7 – Approval of Issue of Securities under the Company's Employee Equity Plan

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

"That for the purposes of ASX Listing Rule 7.2 (Exception 13(b)) and for all other purposes, the issue of up to 8,766,068 equity securities under the Company's Employee Equity Plan as described in the Explanatory Statement, be approved."

BY ORDER OF THE BOARD



Georgina Koch
Company Secretary
Level 5, 14 Martin Place
Sydney NSW 2000, Australia

26 July 2024

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Explanatory Statement

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

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

Item 1 – Financial statements and reports

In accordance with the Constitution and the Corporations Act, the business of the Meeting will include receipt and consideration of the Annual Financial Report of the Company for the financial year ended 31 March 2024 together with the declaration of the Directors, the Director's Report, the Remuneration Report and the Auditor's Report (together, the **Reports**).

Shareholders may view the Reports on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Reports, contact the Share Registry by sending an email to hello@automic.com.au.

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

The Company's auditor will also be present at the Meeting and Shareholders will be given a reasonable opportunity to ask questions of the Company's auditor in relation to the:

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

The Company recommends that Shareholders submit questions for the Company's auditor in advance of the Meeting. If Shareholders wish to submit questions for the Company's auditor prior to the Meeting, questions should be submitted by **5:00pm (AEST) on Tuesday 20 August 2024**. See "Important information" for further details on how to submit questions prior to the Meeting. Shareholders can raise questions for the Company's auditor on the day of the Meeting.

Item 2 – Adoption of Remuneration Report

In accordance with the Corporations Act, the Company is seeking the adoption of the Remuneration Report by Shareholders at the Meeting.

The Remuneration Report is set out in the Company's Annual Financial Report, which is available on the Company's website at <https://www.plenti.com.au/>. To request a hard copy of the Remuneration Report, contact the Share Registry by sending an email to hello@automic.com.au.

The Remuneration Report summarises the Company's approach to remuneration and the remuneration arrangements for Directors and key management personnel (**KMP**), including the terms of the incentive arrangements in place for KMP.

The vote on this Resolution is advisory only and does not bind the Directors or the Company. However, the Directors will take the outcome of the vote into account when considering future remuneration policies.

Shareholders will be given a reasonable opportunity to ask questions about or make comments on the Remuneration Report, both prior to and during the Meeting.

Voting exclusion

In accordance with the Corporations Act, the Company will disregard any votes cast on this item:

- (a) by or on behalf of a member of the Company's KMP, whose remuneration details are included in the Remuneration Report (or their Closely Related Parties) in any capacity; and
- (b) as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

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

- (c) in accordance with the directions given to the proxy by that person on the Proxy Form; or
- (d) by the Chairman, as the Chairman has received express authority to vote undirected proxies as the Chairman sees fit, despite the fact that this item is connected with the remuneration of the Company's KMP.

If you appoint the Chairman as your proxy, and you do not direct your proxy how to vote on this item on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on this item even though this item is connected directly or indirectly with the remuneration of the KMP, which includes the Chairman.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

The Chairman intends to vote all available proxies in favour of this item.

Item 3 – Re-election of Susan Forrester as a Director

Susan Forrester was appointed as a Non-Executive Director in October 2020. At the Meeting, she will cease to hold office in accordance with article 21.1 of the Constitution and, being eligible, offers herself for re-election as a Director of the Company.

Susan is a member of the Audit and Risk Committee and Chair of the People and Culture Committee.

Susan has extensive commercial, strategic and governance experience across a range of industries, including technology and financial services.

Susan is a qualified lawyer, has an EMBA from the Melbourne Business School and is a Fellow and Councillor of the Australian Institute of Company Directors.

The Board considers Susan's skills and extensive experience will continue to complement and enhance the Board's decision making.

An assessment was undertaken of Susan's independence as against the requirements set out in the Board Charter and the independence criteria in the ASX Corporate Governance Principles and Recommendations. The Board is satisfied that Susan is an independent Director.

Directors' recommendation

The Directors (other than Susan) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Item 4 – Election of Daniel Foggo as a Director

Daniel Foggo was appointed as Chief Executive Officer (**CEO**) and Executive Director of the Company on 12 August 2020. On 22 July 2024, Daniel will retire as CEO but remain a Director of the Company. At the Meeting he will cease to hold office in accordance with article 20.4 of the Constitution and, being eligible, offers himself for election as a non-independent Director of the Company.

Daniel co-founded the Company and has acted as CEO since its inception.

Daniel holds a Bachelor of Commerce, Economics (Honours) and a Master of Business (Distinction).

The Board considers Daniel's skill and experience will continue to complement and enhance the Board's decision making.

Directors' recommendation

The Directors (other than Daniel) unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Items 5 – Approval of Issue of STI Share Rights to Mr Daniel Foggo, Director and outgoing CEO of the Company

Background

Daniel Foggo is a Director and the outgoing CEO of the Company and as such, ASX Listing Rule 10.14.1 applies to him.

Shareholder approval is being sought to grant 202,003 STI Share Rights to Daniel Foggo under the terms of the Company's Short Term Incentive Plan (**STIP**) for FY24 (during which he was the CEO). Daniel Foggo will not be entitled to participate in the STIP for FY25.

If Shareholders approve the grant, the STI Share Rights will be granted to Daniel Foggo shortly after the AGM and in any event within 6 months of the date of the AGM.

Key terms of STI Share Rights

An overview of the key terms of the proposed grant of STI Share Rights to Daniel Foggo under the STIP is set out below.

Number of STI Share Rights

Subject to Shareholder approval, Daniel Foggo will be granted 202,003 Share Rights under the STIP for FY24 (during which he was the CEO and Executive Director of the Company).

Daniel Foggo's STI opportunity for FY24 was set as a percentage of his base salary, 50% at target and 70% at stretch. His award was determined by measuring performance against Company level and individual level targets set at the start of FY24. Performance targets at the Company level for FY24 related to the achievement of loan origination growth and cash NPAT targets. Further information on these performance targets is set out in the Company's Remuneration Report. Based on performance against those targets during FY24, the Board determined Daniel Foggo's FY24 STI award to be \$204,704 being 63% of his maximum STI opportunity.

65% of the Director/CEO's STI award (\$133,081) is proposed to be awarded via STI Share Rights. The number of STI Share Rights to be granted has been calculated by dividing \$133,081 by the VWAP of the Shares over the 20 Trading Days up to and including 21 May 2024 (which was \$0.6588), being the day prior to the release of the Company's financial results for FY24.

No price is payable for the grant or conversion of the STI Share Rights.

STI Share Rights

Daniel Foggo will not be eligible to receive any dividends on STI Share Rights until the rights vest, are exercised, and the Shares are allocated. STI Share Rights carry no right to any dividend equivalent amount on vesting. STI Share Rights also do not carry any voting rights.

STI Share Rights are not transferable (except in limited circumstances or with the consent of the Board).

Entitlement and Vesting

Each STI Share Right will give Daniel Foggo a right to receive one Share (or a cash amount equivalent to the value of a Share at the Board's discretion) once the right vests and is exercised. The STI Share Rights will be granted in two equal tranches:

- (a) **Tranche 1:** The Share Rights in this tranche will be eligible to vest in July 2024 following the release of the Plenti 1Q25 trading update (the first **Vesting Period**); and
- (b) **Tranche 2:** The Share Rights in this tranche will be eligible to vest in January 2025 following the release of the Plenti 3Q25 trading update (the second **Vesting Period**).

There are no further performance conditions that attach to the vesting of the STI Share Rights.

Additional key terms for STI Share Rights

Clawback

Where the Board considers that Daniel Foggo received inappropriate or unfair benefits in connection with the STI Share Rights, including due to fraud, dishonesty, gross misconduct, breach of obligations or actions that bring the Company into disrepute, the Board may, in its absolute discretion, determine an appropriate treatment for the STI Share Rights and/or Shares allocated on vesting of the STI Share Rights (including in some cases variation to, or clawback of, the STI Share Rights or the value of the Shares granted on exercise of the Share Rights).

Change of control or divestment of business

In the event of a change of control or the divestment of a business/asset of the Company, the Board may exercise discretion to determine an appropriate treatment for the STI Share Rights and/or Shares allocated on exercise of the STI Share Rights, subject to compliance with law and the ASX Listing Rules.

Reorganisation of capital

In certain circumstances involving a reorganisation of Share capital of the Company, the Board may adjust the number of Shares allocated on exercise of the STI Share Rights to ensure no material advantage or disadvantage to Daniel Foggo, subject to the ASX Listing Rules.

CEO remuneration package

Daniel Foggo's total remuneration package as CEO was comprised of:

Remuneration	Opportunity	
	\$	%
Base salary plus superannuation	\$465,000 + \$51,150 (\$516,150 in total)	39%
A short-term incentive of 50% of salary at target and up to 70% of salary at maximum during each financial year	\$325,500 at maximum	25%
A long-term incentive of up to 100% of salary paid through the issue of LTI Share Rights under the Company's LTIP	\$465,000	36%
Total Maximum Remuneration Opportunity¹	\$1,306,650	100%

Daniel Foggo will not participate in (or receive any rights under) either the LTIP or the STIP for FY25.

Other information required under ASX Listing Rules

The provision of share rights under the STIP ensures direct alignment with Shareholders. It also aligns the Company's remuneration structure with that of its market competitors in order to attract, motivate, retain and reward key executives.

There is no loan scheme in relation to the grant of STI Share Rights under the STIP.

Daniel Foggo is currently the only Director who is eligible to receive grants of STI Share Rights under the STIP for his role as CEO during FY24.

Details of any securities issued to Daniel Foggo under the STIP will be published in the Company's annual report along with a statement that approval for the issue was obtained under ASX Listing Rule 10.14. No additional persons covered by ASX Listing Rule 10.14 will participate in the STIP without Shareholder approval being first obtained.

Daniel Foggo has previously been granted 644,148 STI Share Rights for previous financial years.

Approval sought

The Company is proposing to issue to Daniel Foggo 202,003 STI Share Rights under the STIP for FY24. ASX Listing Rule 10.14 provides that listed entities must not permit a Director or their Associates to acquire securities in the entity under an employee incentive scheme unless it obtains the approval of its shareholders.

Item 5 seeks the required Shareholder approval to issue 202,003 STI Share Rights to Daniel Foggo. If Shareholder approval is not obtained, the Board will consider alternative arrangements to appropriately remunerate Daniel Foggo.

Voting exclusion

The Company will disregard any votes cast:

- (a) in favour of item 5 by or on behalf of Daniel Foggo and any of his Associates in any capacity; and
- (b) on item 5 as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

unless the vote is cast:

- (c) as proxy for a person entitled to vote on the item in accordance with the directions given to the proxy by that person on the Proxy Form; or
- (d) by the Chairman as proxy for a person entitled to vote on the item, because the Chairman has received express authority to vote undirected proxies as the Chairman sees fit even though the item is connected with the remuneration of the KMP; or
- (e) by 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 item; and
 - (ii) the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

If you appoint the Chairman of the Meeting as your proxy, and you do not direct your proxy how to vote on item 5 on the Proxy Form, you will be expressly authorising the Chairman to exercise your proxy on this item.

Directors' recommendation

The non-executive Directors consider the STI Share Rights to be important components of Daniel Foggo's total remuneration package for his role as the CEO of the Company and the grants to be reasonable, having regard to the size, scope, complexity and strategic objectives of the Company.

The Directors (other than Daniel Foggo) unanimously recommend that Shareholders vote in favour of Item 5.

The Chairman intends to vote all available proxies in favour of this item.

¹ The total maximum remuneration opportunity (TMRO) is indicative since Daniel Foggo will not realise any benefit from the Share Rights until a future date. The ultimate value of the remuneration opportunity may also differ to that outlined above, as it will be determined by vesting outcomes and the future market value of Shares. The TMRO also does not represent the accounting value that will be disclosed in the Remuneration Report – this report also includes annual leave and long-service leave.

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

Background

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

Under ASX Listing Rule 7.1A, however, an eligible entity can seek approval from its shareholders, by way of a special resolution passed at its annual general meeting, to increase this 15% limit by an additional 10% capacity (**10% Placement Capacity**).

An eligible entity for the purposes of ASX Listing Rule 7.1A is an entity that is not included in the S&P/ASX 300 Index and has a market capitalisation equal to or less than \$300 million.

As at 18 June 2024, the Company had a market capitalisation of approximately \$140.26M based on the number of Shares on issue and the closing price of Shares of \$0.80 and therefore is an eligible entity. If at the time of the Meeting the Company is no longer an eligible entity, this item will be withdrawn.

Any equity securities issued under the 10% Placement Capacity must be in the same class as an existing class of quoted equity securities. As at the date of this Notice, the Company currently has one class of quoted equity securities on issue, being the Shares.

If this item is passed, the Company will be able to issue equity securities up to the combined 25% limit in ASX Listing Rules 7.1 and 7.1A without any further Shareholder approval. Additionally, the number of Shares the Company may issue under the 10% Placement Capacity will be determined in accordance with the formula prescribed in ASX Listing Rule 7.1A.2.

If this item is not passed, the Company will not be able to access the 10% Placement Capacity to issue equity securities without Shareholder approval and will remain subject to the 15% limit on issuing equity securities without Shareholder approval set out in ASX Listing Rule 7.1.

Information required by ASX Listing Rule 7.3A

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

Period for which the approval will be valid

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

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

Minimum price at which the equity securities may be issued under ASX Listing Rule 7.1A

The issue price per equity security must not be less than 75% of the VWAP of the equity 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 the equity securities are to be issued is agreed by the Company and the recipient of the equity securities; and
- (b) if the equity securities are not issued within 10 Trading Days of the date in paragraph (a), the date on which the equity securities are issued.

Purposes for which the funds raised by an issue of equity securities under ASX Listing Rule 7.1A may be used

Any equity securities issued under ASX Listing Rule 7.1A.2 must be issued for cash consideration. Accordingly, every issue of equity securities under ASX Listing Rule 7.1A.2 will have an accompanying proposed use of funds at the time of issue.

As at the date of this Notice, the Company has not formed an intention to offer any equity securities under ASX Listing Rule 7.1A during the ASX Listing Rule 7.1A mandate period, if Shareholders approve this item. However, if Shareholders approved this item and the Company did raise funds from the issue of equity securities under ASX Listing Rule 7.1A, based on the Company's existing plans, the Company considers that the funds may be used for the following purposes:

- (a) to further develop the Company's business;
- (b) for the Company's working capital requirements; and
- (c) to acquire assets.

Risk of economic and voting dilution to existing Shareholders

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

There is a risk that:

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

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

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

Potential Dilution and Funds Raised

Variable "A" ASX Listing Rule 7.1A.2		\$ 0.4000 50% decrease in issue price	\$ 0.8000 issue prices ^(b)	\$ 1.60000 100% increase in issue price
"A" is the number of shares on issue, being 175,321,362 Shares ^(a)	10% voting dilution ^(c)	17,532,136	17,532,136	17,532,136
	Funds raised	\$7,012,854	\$14,025,709	\$28,051,418
"A" is a 50% increase in shares on issue, being 262,982,043 Shares	10% voting dilution ^(c)	26,298,204	26,298,204	26,298,204
	Funds raised	\$10,519,282	\$21,038,563	\$42,077,126
"A" is a 100% increase in shares on issue, being 350,642,724 Shares	10% voting dilution ^(c)	35,064,272	35,064,272	35,064,272
	Funds raised	\$14,025,709	\$28,051,418	\$56,102,835

Notes:

Based on the total number of fully paid ordinary Shares on issue as at 18 June 2024. Note that the number of Shares on issue could increase as a result of the issue of Shares that do not require Shareholder approval or that are issued with Shareholder approval under ASX Listing Rule 7.1.

- (a) Based on the closing price of the Company's Shares on ASX as at 18 June 2024.
- (b) The table assumes that the Company issues the maximum number of ordinary Shares available to be issued under ASX Listing Rule 7.1A.
- (c) The table does not show an example of dilution that may be caused to a particular Shareholder by reason of issues of equity securities under ASX Listing Rule 7.1A based on that Shareholder's holding at the date of this Explanatory Statement. All Shareholders should consider the dilution caused to their own shareholding depending on their specific circumstances.
- (d) The table shows the effect of an issue of equity securities under Listing Rule 7.1A only, not under the Company's 15% placement capacity under ASX Listing Rule 7.1.

Allocation policy for issues under ASX Listing Rule 7.1A

The recipients of any equity securities issued under the 10% Placement Capacity have not yet been determined. The Company's allocation policy and the identity of the recipients of equity securities under ASX Listing Rule 7.1A will depend on a number of factors, including:

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

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

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

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

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

The Company has not issued or agreed to issue equity securities under ASX Listing Rule 7.1A.2 in the 12 months preceding the AGM.

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

Voting exclusion

As at the date of this Notice, the Company has not invited any existing Shareholder to participate in an issue of equity securities under ASX Listing Rule 7.1A. Therefore no existing Shareholders will be excluded from voting on this item.

Directors' recommendation

The Directors unanimously recommend that Shareholders vote in favour of this item.

The Chairman intends to vote all available proxies in favour of this item.

Item 7 – Approval of Issue of Securities under the Company’s Employee Equity Plan

Background

The Company is seeking Shareholder approval under ASX Listing Rule 7.2 (Exception 13(b)) to issue up to 8,766,068 equity securities under its Employee Share Plan (**Plan**) over the 3 years following the Meeting.

If Shareholder approval is granted, any securities issued under the Plan up to that amount will not be counted towards the Company’s 15% capacity under ASX Listing Rule 7.1.

ASX Listing Rules

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

ASX Listing Rule 7.2 Exception 13(b) provides an exception to ASX Listing Rule 7.1. It provides that securities issued under an employee incentive scheme will be excluded from the company’s 15% limit if, within 3 years before the issue, shareholders had approved issuances of securities under the scheme and there had been no material change to the terms of the scheme since the approval. The exception also only applies to the extent that the number of securities issued under the scheme in that period does not exceed the maximum number of securities that was approved.

If Shareholders approve this item 7, 8,766,068 equity securities can be granted under the Plan in the period of three years from the date of the Meeting without being included in the 15% limit imposed by ASX Listing Rule 7.1 (provided the conditions outlined above are satisfied).

If Shareholder approval is not obtained, the Company will be able to proceed with the issue of securities under the Plan to eligible participants but the Company will not have access to the flexibility afforded by ASX Listing Rule 7.2 Exception 13(b) as outlined above. Instead, the Board will have to utilize the Company’s 15% placement capacity to issue securities under the Plan.

Pursuant to and in accordance with Listing Rule 7.2 (Exception 13(b)), the following information is provided in relation to this Item 7:

- a summary of the key terms and conditions of the Plan is set out below. A copy of the Plan will be provided without charge to Shareholders on request;
- the number of securities issued under the Plan since the Company was admitted to the official list of the ASX is 15,919,908; and
- the maximum number of securities proposed to be issued under the Plan following the approval is 8,766,068.

Key terms and conditions of the Plan

A summary of the key terms and conditions of the Plan is set out below.

Eligibility	Eligible employees or Directors of Plenti Group or any other person so designated by the Board.
Award	<p>The Plan provides flexibility for the Board to grant the following types of award:</p> <ul style="list-style-type: none"> an entitlement to acquire a Share (Right) or, in certain circumstances, a cash payment, on terms and conditions determined by the Board; or an Option, or in certain circumstances, a cash payment, subject to the satisfaction of the applicable vesting conditions and exercisable on the terms and conditions determined by the Board, <p>(together, the Award).</p> <p>The Board has the discretion to determine the number or value of Awards to be granted or how that number or value will be determined. The Board also has the discretion to determine whether vested Awards must be exercised to receive Shares (or in certain circumstances, a cash payment).</p>
Vesting	<p>The Board has the discretion to determine whether one or more service or performance-based conditions (as specified in the relevant grant letter) must be met before the Awards will vest. In exercising this discretion, the Board will, to the extent relevant to the Award, determine whether any dealing restrictions apply to Shares allocated on exercise of the Awards.</p> <p>The Board also has the discretion to waive a vesting condition or to ensure that a participant is not advantaged or disadvantaged by matters outside of managements control that affect the relevant conditions.</p>
Acquisition price	No payment is required for a grant of an Award unless otherwise stated in the relevant grant letter.
Exercise	<p>With respect to those Awards which must be exercised following vesting, the Board has the discretion to determine the manner in which such Awards should be exercised and the applicable exercise price.</p> <p>Subject to the Board’s discretion, each vested and, if applicable, exercised Award entitles the relevant participant to receive such number of Shares as set out in the relevant grant letter. All Shares issued under the Plan will rank equally in all respects with other Shares for the time being on issue by the Company (except as regard to any rights attaching to such other Shares by reference to a record date prior to the date of their issue). Share allocated under the Plan will be subject to the Company’s Securities Trading Policy and, if relevant, the applicable dealing restrictions.</p> <p>A vested Award that requires an exercise price (greater than nil) to be paid in order to be exercised, may be satisfied, at the discretion of the Board, by an allocation to the relevant participant of such number of Shares as determined in the matter prescribed by the Plan.</p>

Cash settlement	The Board may, at its sole discretion, determine to pay the participant (instead of allocating Shares) as cash amount equal to the value of the Shares which would otherwise have been allocated to the participant less the exercise price or any amount payable upon vesting (or, if applicable, upon exercise) of the Awards. The value of the Shares will be as determined by the Board.
Restriction on dealing	Unless the Board determines otherwise, an Award is only transferable with the written consent of the Board. A participant must not enter into any arrangement under which the participant may alter the economic benefit to be derived from any Award that remain subject to the Plan, irrespective of future changes in the market price of Shares. The Board may at any time determine that further disposal restrictions will apply to a Share allocated under the Plan until a time determined by the Board.
Cessation of employment	<p>If a participant ceases to be an employee of Plenti Group prior to the Awards vesting, the participants unvested Awards will not lapse on cessation. Instead, the relevant vesting conditions will be deemed to have been satisfied and those unvested Awards will vest in accordance with the principles set out in the Plan. However, if a participant ceases to be an employee of Plenti Group prior to the Awards vesting for a cause, those Awards will lapse immediately.</p> <p>Notwithstanding above, the Board retains full discretion to determine the treatment of vested or unvested Awards or the number of vested Awards that will vest or lapse upon a participant ceasing to be an employee of Plenti Group.</p>
Change of control and other circumstances which may trigger early vesting	<p>If any one of the events prescribed by the Plan (for example, a proposed takeover bid made for, or a scheme of arrangement or winding up of, the Company, or any other transaction which may result in a person becoming entitled to exercise control over the Company) occurs, the Board may determine in its absolute discretion the treatment of the participants' Awards and the timing of such treatment.</p> <p>Where the Board does not exercise this discretion, upon a change of control, any vesting conditions will be deemed to have been satisfied and all of the participants' unvested Awards will vest and, if applicable, be automatically exercised, and vested Awards will be automatically exercised.</p> <p>Under the Plan, a change of control will occur if as a result of any event or transaction, a person or entity becomes entitled to:</p> <ul style="list-style-type: none"> • more than 50% of the Shares; or • all or substantially all of the business and assets of Plenti Group, <p>in each case, except in certain limited circumstances prescribed in the Plan.</p> <p>If a company (Acquiring Entity) obtains control of the Company, a participant may be provided with awards or securities in the Acquiring Entity (or its related bodies corporate) in substitution of the Awards, on substantially the same terms and conditions as the Awards, but with appropriate adjustments as to the number and type of awards or securities.</p>
Malus and clawback	Where, in the opinion of the Board, a participant has obtained (or may obtain) an unfair benefit or has sustained (or may sustain) a loss as a result of an act of the participant or any other person which generally constitutes a malus event (e.g., fraud or gross misconduct, bringing any company within the Plenti Group (Group Company) into disrepute, a breach of the participant's obligations to any Group Company or any action which is likely to result in a detrimental impact on the Plenti Group's performance following the end of the relevant period set out in the grant letter), then the Board may exercise its discretion within 2 years of the Award being exercised to ensure that no unfair benefit is obtained by the participant (or, if applicable, to ensure that the effect of any unfair loss suffered by the participant is mitigated).
Expiry	<p>Subject to the Board's discretion, an Award will lapse on the earlier of the date:</p> <ul style="list-style-type: none"> • specified in the relevant grant letter, or if no date is specified, 15 years after the Award was granted to the participant; • on which any condition imposed under the Plan is not satisfied; or • on which a circumstance or event, described in the Plan that has the effect of lapsing an Award, occurs.
Capital structure adjustments	The Plan includes provisions addressing adjustments or otherwise on bonus issues and capital restructures undertaken by the Company in the future.

Voting Exclusion Statement

The Company will disregard any votes cast:

- (a) in favour of this item 7 by or on behalf of a person who is eligible to participate in the Plan or an associate of that person; or
- (b) on item 7 as proxy by a person who is a member of the Company's KMP (or their Closely Related Parties) at the date of the Meeting,

unless the vote is cast:

- (c) as proxy or attorney for a person who is entitled to vote on the item in accordance with the directions given to the proxy or attorney by that person on the Proxy Form;
- (d) by the Chairman as proxy or attorney for a person who is entitled to vote on the item, because the Chairman has received express authority to vote undirected proxies as the Chairman sees fit; or

(e) by a holder acting solely in a nominee, trustee, custodial or other fiduciary capacity on behalf of a beneficiary provided that 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 item; and
- (ii) the holder votes on the item in accordance with directions given by the beneficiary to the holder to vote in that way.

For personal use only

Important Information

The AGM will be held at **3:00pm (AEST) on Tuesday, 27 August 2024** as a virtual meeting.

You will need a computer, tablet or mobile device with internet connection to attend and participate in the Meeting.

A person is eligible to vote at the Meeting if they are a registered Shareholder at **5:00pm (AEST) on Friday, 23 August 2024**.

Virtual meeting

Shareholders

Shareholders can participate in the Meeting through the online AGM platform accessible at

https://us02web.zoom.us/webinar/register/WN_Ybl_FoZLSzuezUaubBmdUQ

Registration will open at **2:30pm (AEST) on Tuesday, 27 August 2024** and Shareholders are encouraged to login to the platform at least 15 minutes prior to the scheduled start time for the Meeting.

Information on how to use the online AGM platform, including how to vote and ask questions, is available in the Registration and Voting Guide available at: https://staff-web.automicgroup.com.au/er/public/api/documents/PLT?fileName=Virtual_Meeting_Registration_and_Voting_Shareholder_Guide_V2.pdf

Proxyholders

If you are entitled to vote at the AGM, you can appoint a proxy to attend and vote on your behalf.

A proxy does not need to be a Shareholder and may be an individual or a body corporate. Should you hold two or more Shares, you are able to appoint up to two proxies and may specify the proportion or number of votes that each proxy is appointed to exercise. Where the proportion or number of votes is not specified, each proxy may exercise one half of the total number of votes that Shareholder is entitled to exercise.

Proxyholders will need their proxy details to login to the online AGM platform and participate. Please contact the Share Registry, Automic, before the AGM on 1300 288 664 (within Australia) or +61 2 9698 5414 (outside Australia) or at meetings@automicgroup.com.au to obtain these details and otherwise refer to the information in the Registration and Voting Guide.

Shareholder questions

If you are entitled to vote at the AGM, you are encouraged to submit written questions for the Company or the auditor before the AGM.

Please submit all questions by **5:00pm (AEST) on Tuesday, 20 August 2024** by emailing meetings@automicgroup.com.au.

Shareholders will also be able to ask questions during the Meeting via the online AGM platform. Information on how to ask questions, verbally and in writing through the online platform, is set out in the Registration and Voting Guide.

The Chairman will endeavour to address as many of the more frequently raised relevant questions and comments as possible during the course of the AGM, however there may not be sufficient time available to address all of the questions and comments raised.

Voting

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

Voting on all items will be conducted by poll and the results will be announced to the ASX and made available on the Company's website as soon as practicable after they are known.

Shareholders can vote by proxy. Information on how to lodge a proxy vote prior to the Meeting is set out further below.

Voting during the Meeting

Shareholders who wish to vote virtually on the day of the AGM will need to login to the online AGM platform (accessible at <https://investor.automic.com.au/#/home>) with their username and password.

Shareholders who do not have an existing account with the Share Registry to access the online AGM platform are strongly encouraged to register for an account **as soon as possible and well in advance of the Meeting** to avoid any delays on the day of the Meeting.

How do I create an account with Automic?

To create an account with Automic, please go to the Automic website (accessible at <https://investor.automic.com.au/#/home>), click on 'register' and follow the steps as prompted. Shareholders will require their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) to create an account with Automic.

I have an account with Automic, what are the next steps?

Shareholders with an account with Automic are advised to take the following steps to vote virtually on the day of the AGM:

1. **(Login)** Login to the online AGM platform (accessible at <https://investor.automic.com.au/#/home>) using your username and password.
2. **(Registration on the day)** If registration for the meeting is open, click on 'Meeting open for registration' and follow the steps as prompted.
3. **(Live voting on the day)** If live voting for the meeting is open, click on 'Meeting open for voting' and follow the steps as prompted.

For further information on how to vote during the Meeting, please see the **Registration and Voting Guide** at https://staff-web.automicgroup.com.au/er/public/api/documents/PLT?fileName=Virtual_Meeting_Registration_and_Voting_Shareholder_Guide_V2.pdf.

Voting by proxy

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

Online	Lodge the Proxy Form online at https://investor.automic.com.au/#/loginsah by following the instructions: <ul style="list-style-type: none"> Login to the online AGM platform using the holding details as shown on the Proxy Form. Click on 'View Meetings' – 'Vote'. To use the online lodgement facility, Shareholders will need their holder number Securityholder Reference Number (SRN) or Holder Identification Number (HIN) as shown on the front of the Proxy Form. For further information on the online proxy lodgement process, please see the Online Proxy Lodgement Guide at https://www.automicgroup.com.au/wp-content/uploads/2020/09/Online-Proxy-Lodgment-web.pdf .
By post	Automic, GPO Box 5193, Sydney NSW 2001
By hand	Automic, Level 5, 126 Phillip Street, Sydney NSW 2000
By fax	+61 2 8583 3040

Your proxy instruction must be received not later than **3:00pm (AEST) on Sunday, 25 August 2024. Proxy Forms received later than this time will be invalid.**

If the Proxy Form directs the proxy how to vote on a particular resolution:

a proxy who is not the Chairman of the meeting does not need to vote but if the proxy does vote, the proxy must vote as directed (subject to any applicable voting restrictions); and

if the proxy is the Chairman of the meeting, the proxy must vote and must vote as directed.

Default to the Chairman

a Shareholder has appointed a proxy other than the Chairman of the meeting and the appointment of the proxy directs the proxy how to vote on the resolution; and

the Shareholder's proxy either:

- o does not attend the AGM; or
- o attends the AGM but does not vote on the resolution,

then the Chairman of the meeting will, before voting on the resolution closes, be taken to have been appointed as the proxy for that Shareholder for the purposes of voting on that resolution. In these circumstances, the Chairman of the meeting must vote in accordance with the written direction of that Shareholder.

Voting intention of the Chairman

Where entitled to do so, and subject to the voting restrictions set out in this Notice of Meeting, the Chairman intends to vote all undirected proxies in favour of items 2 to 7.

Power of Attorney

If the Proxy Form is signed under a power of attorney on behalf of a Shareholder, then the attorney must make sure that either the original power of attorney or a certified copy is provided to the Share Registry with the Proxy Form by **3:00pm (AEST) on Sunday, 25 August 2024**, unless the power of attorney has already provided it to the Share Registry.

Corporate Representatives

A corporate Shareholder may appoint a person to act as its representative. If a representative of a corporate Shareholder or a corporate proxy will be attending the Meeting, the representative must provide the Share Registry with adequate evidence of

their appointment (such as an Appointment of Corporate Representative form confirming that they are authorised to act as the Shareholder's representative at the AGM) by **3:00pm (AEST) on Sunday, 25 August 2024**, unless this has previously been provided to the Share Registry.

Important information relating to election to receive documents

Shareholders can elect to receive documents relating to their shareholding electronically or in paper copy. These documents include dividend statements, Plenti's annual report and notices of meeting (together with documents relating to shareholder meetings and resolutions to be considered). Shareholders can also elect not to receive an annual report. If you choose not to receive an annual report you can access it on our website at <https://www.plenti.com.au/shareholders/results/>.

Following the passing of the Corporations Amendment (Meetings and Documents) Act 2022 in February 2022, Plenti will now issue notices of annual and general meetings electronically where a Shareholder has provided a valid email address, unless the Shareholder has elected to receive a paper copy of these documents.

Shareholders can make their election via <https://investor.automic.com.au> or by contacting Automic (using the details below).

Enquiries

Shareholders can contact the Share Registry, using the details below if they have any queries in respect of the matters set out in these documents.

Automic contact information

Phone: 1300 288 664 (within Australia)
+61 2 9698 5414 (International)

Email: hello@automic.com.au

Website: <https://www.automicgroup.com.au>

Postal address: Automic, GPO Box 5193,
Sydney NSW 2001

Office address: Automic, Level 5, 126 Phillip Street,
Sydney NSW 2000

Glossary

AEST means Australian Eastern Standard Time as observed in Sydney, New South Wales.

Annual Financial Report means the 2024 Annual Report to Shareholders for the period ended 31 March 2024 as lodged by the Company with ASX on 22 May 2024.

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

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

ASX means ASX Limited ACN 008 624 691 or the financial market operated by it, as the context requires.

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

Auditor's Report means the auditor's report of Grant Thornton Audit Pty Ltd dated 21 May 2024 as included in the Annual Financial Report.

Board means the current board of Directors of the Company.

Chairman means the person chairing the Meeting.

Closely Related Party of a member of the KMP means:

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

Company means Plenti Group Limited ACN 643 435 492.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

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

Dollar or **"\$"** means Australian dollars.

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

FY24 means the financial year ended 31 March 2024.

KMP means key management personnel (including the Directors) of the Company.

LTI Share Right means a share right which, subject to its terms, could convert to a Share under the Company's LTIP.

LTIP means the Company's Long Term Incentive Plan.

Notice of Meeting or **Notice of Annual General Meeting** means this notice of annual general meeting dated ## July 2024 including the Explanatory Statement.

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

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

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

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

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

Shareholder means a holder of a Share.

Share Registry or **Automic** means Automic Group, Level 5, 126 Phillip Street, Sydney NSW 2000.

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

STI Share Rights means a share right which, subject to its terms, could convert to a Share under the Company's STIP.

STIP means the Company's Short Term Incentive Plan.

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

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

Plenti

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Your proxy voting instruction must be received by **03.00pm (AEST) on Sunday, 25 August 2024**, being **not later than 48 hours** before the commencement of the Meeting. Any Proxy Voting instructions received after that time will not be valid for the scheduled Meeting.

SUBMIT YOUR PROXY

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

YOUR NAME AND ADDRESS

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

STEP 1 – APPOINT A PROXY

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

DEFAULT TO THE CHAIR OF THE MEETING

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

STEP 2 - VOTES ON ITEMS OF BUSINESS

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

APPOINTMENT OF SECOND PROXY

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

SIGNING INSTRUCTIONS

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

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

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

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

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

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

CORPORATE REPRESENTATIVES

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

Lodging your Proxy Voting Form:

Online

Use your computer or smartphone to appoint a proxy at <https://investor.automic.com.au/#/loginsah> or scan the QR code below using your smartphone

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



BY MAIL:

Automic
GPO Box 5193
Sydney NSW 2001

IN PERSON:

Automic
Level 5, 126 Phillip Street
Sydney NSW 2000

BY EMAIL:

meetings@automicgroup.com.au

BY FACSIMILE:

+61 2 8583 3040

All enquiries to Automic:

WEBSITE:

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

PHONE:

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

STEP 1 - How to vote

APPOINT A PROXY:

I/We being a Shareholder entitled to attend and vote at the Annual General Meeting of Plenti Group Limited, to be held virtually at **03.00pm (AEST) on Tuesday, 27 August 2024** hereby:

Appoint the Chair of the Meeting (Chair) OR if you are not appointing the Chair of the Meeting as your proxy, please write in the box provided below the name of the person or body corporate you are appointing as your proxy or failing the person so named or, if no person is named, the Chair, or the Chair's nominee, to vote in accordance with the following directions, or, if no directions have been given, and subject to the relevant laws as the proxy sees fit and at any adjournment thereof.

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The Chair intends to vote undirected proxies in favour of all Resolutions in which the Chair is entitled to vote.

Unless indicated otherwise by ticking the “for”, “against” or “abstain” box you will be authorising the Chair to vote in accordance with the Chair’s voting intention.

AUTHORITY FOR CHAIR TO VOTE UNDIRECTED PROXIES ON REMUNERATION RELATED RESOLUTIONS

Where I/we have appointed the Chair as my/our proxy (or where the Chair becomes my/our proxy by default), I/we expressly authorise the Chair to exercise my/our proxy on Resolutions 2 and 5 (except where I/we have indicated a different voting intention below) even though Resolutions 2 and 5 are connected directly or indirectly with the remuneration of a member of the Key Management Personnel, which includes the Chair.

VIRTUAL PARTICIPATION AT THE MEETING:

The Company is pleased to provide shareholders with the opportunity to attend and participate in a virtual Meeting through an online meeting platform powered by Automic, where shareholders will be able to watch, listen, and vote online.

To access the virtual meeting:

1. Open your internet browser and go to investor.automic.com.au
2. Login with your username and password or click “register” if you haven’t already created an account. **Shareholders are encouraged to create an account prior to the start of the meeting to ensure there is no delay in attending the virtual meeting**

Further information on how to do this is set out in the Notice of Meeting. The Explanatory Notes that accompany and form part of the Notice of Meeting describe the various matters to be considered.

STEP 2 - Your voting direction

Resolutions	For	Against	Abstain
2 Adoption of Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
3 Re-election of Susan Forrester as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
4 Election of Daniel Foggo as a Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
5 Approval of Issue of STI Share Rights to Mr Daniel Foggo, Director and outgoing CEO of the Company	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
SPECIAL RESOLUTION 6 ASX Listing Rule 7.1A Approval of Future Issue of Securities	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
7 Approval of Issue of Securities under the Company’s Employee Equity Plan	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

Please note: If you mark the abstain box for a particular Resolution, you are directing your proxy not to vote on that Resolution on a show of hands or on a poll and your votes will not be counted in computing the required majority on a poll.

STEP 3 – Signatures and contact details

Individual or Securityholder 1 <div style="border: 1px solid black; width: 90%; height: 30px; margin: 5px auto;"></div>	Securityholder 2 <div style="border: 1px solid black; width: 90%; height: 30px; margin: 5px auto;"></div>	Securityholder 3 <div style="border: 1px solid black; width: 90%; height: 30px; margin: 5px auto;"></div>
Sole Director and Sole Company Secretary	Director	Director / Company Secretary
Contact Name: <div style="border: 1px solid black; width: 95%; height: 20px; margin: 5px auto;"></div>		
Email Address: <div style="border: 1px solid black; width: 95%; height: 20px; margin: 5px auto;"></div>		
Contact Daytime Telephone <div style="border: 1px solid black; width: 90%; height: 20px; margin: 5px auto;"></div>	Date (DD/MM/YY) <div style="display: flex; justify-content: space-around; margin: 5px auto;"> / / </div>	

By providing your email address, you elect to receive all communications despatched by the Company electronically (where legally permissible).