

TIP Group

Teaminvest Private Group Ltd
ACN 629 045 736

Notice of 2024 Annual General Meeting
Explanatory notes
Proxy form

Time: 9:00am (Sydney time)
Date: Friday, 25 October 2024
Place: Suite G01, 23 Ryde Road, Pymble NSW 2073

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Details of the Meeting

The 2024 Annual General Meeting (**Meeting**) will be held at 9:00am (Sydney time) on Friday, 25 October 2024 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

Important voting information

The business of the Meeting affects your shareholding and your vote is important. The Directors have determined pursuant to Regulation 7.11.37 of the *Corporations Regulations 2001* (Cth) that the persons eligible to vote at the Meeting are those who are registered Shareholders at 7:00pm (Sydney time) on Wednesday, 23 October 2024. You may either vote by proxy or by attending the meeting in person.

Voting by proxy

To vote by proxy, either:

- complete and sign the enclosed proxy form and deliver the proxy form:
 - by post to:
Teaminvest Private Group Ltd
C/- Computershare Investors Services Pty Ltd
GPO Box 242, Melbourne VIC 3001; or
 - by facsimile to:
1800 783 447 (within Australia) or +61 3 9473 2555 (outside Australia); or
- visit <https://www.investorvote.com.au/Login>:
 - to login you will need your Control Number, Securityholder Reference Number (**SRN**) or Holder Identification Number (**HIN**) (which is shown on the front of your proxy form) and postcode; and
 - select the Voting tab and then follow the prompts.

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

If you wish to appoint a proxy to vote for you at the Meeting, your proxy form must be received not later than 48 hours before the commencement of the Meeting. Proxy forms received later than this time will be invalid.

There may be restrictions on how your proxy can vote on certain resolutions to be considered at the Meeting. Further details of when these restrictions apply, and what you can do to ensure that your proxy can vote as you intend, are set out in the section of this document headed Voting Exclusions.

The Chair intends to vote all proxies given to the Chair in favour of the resolutions in Items 2 to 4.

Notice of Annual General Meeting

Notice is hereby given that the Annual General Meeting of Shareholders of Teaminvest Private Group Ltd ACN 629 045 736 will be held at 9:00am (Sydney time) on Friday, 25 October 2024 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

Explanatory Notes

The explanatory notes to this notice of meeting provide additional information on matters to be considered at the Meeting. The explanatory notes form part of this notice. Some terms and abbreviations used in this notice of meeting and the explanatory notes are defined at the end of the explanatory notes in the section headed Glossary.

Items of business

1. Financial report, directors' report and auditor's report

To receive and to consider the financial report, the directors' report and the auditor's report for the financial year ended 30 June 2024.

Note: this item of business is for discussion only and is not a resolution. However, Shareholders will be given a reasonable opportunity at the meeting to ask questions or make comments about each of these reports.

2. Adoption of remuneration report

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

"That, for the purposes of section 250R(2) of the Corporations Act, the Company's remuneration report for the year ended 30 June 2024 be adopted."

A voting exclusion applies to this resolution – see Voting Exclusions below.

3. Re-election of Regan Passlow as Non-executive Director

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

"That Regan Passlow, a Non-executive Director who retires by rotation in accordance with rule 4.7(b) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Non-executive Director of the Company."

4. Re-election of Howard Coleman as Non-executive Director

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

"That Howard Coleman, a Non-executive Director who retires by rotation in accordance with rule 4.7(b) of the Company's Constitution and ASX Listing Rule 14.4, and being eligible offers himself for re-election, is re-elected as a Non-executive Director of the Company."

Dated: 9 September 2024

By order of the Board

Anand Sundaraj
Company Secretary

Voting exclusions

Item 2 – Adoption of remuneration report

In accordance with the Corporations Act, votes on Item 2 may not be cast in any capacity by or on behalf of a member of the Company’s key management personnel (**KMP**) whose remuneration details are included in the remuneration report for the year ended 30 June 2024 or any of that person’s Closely Related Parties (as defined in the Glossary) unless:

- the vote is cast by such a person as a proxy for a person who is entitled to vote on Item 2 and in accordance with a direction on the proxy form specifying the way the proxy is to vote on the resolution; or
- the vote is cast by the Chair as a proxy for a person who is entitled to vote on Item 2 and the proxy form expressly authorises the Chair to exercise the proxy even though the resolution is connected directly or indirectly with the remuneration of a member of the KMP.

If you intend to appoint a member of the KMP (such as one of the Directors) as your proxy, please ensure that you direct them how to vote on Item 2. If you appoint the Chair as your proxy, and you do not direct your proxy how to vote on Item 2, you will be expressly authorising the Chair to exercise the proxy even though the resolution is connected with the remuneration of members of the KMP.

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Explanatory notes

These explanatory notes have been prepared for Shareholders in connection with the business to be conducted at the Annual General Meeting (**Meeting**) to be held at 7:00pm (Sydney time) on Friday, 25 October 2024 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

These notes provide information which the Directors believe to be material to Shareholders in deciding how to vote on the resolutions to be put to the Meeting.

If you are in any doubt about what to do in relation to this document or about how to vote on the resolutions to be put to the Meeting, you should seek advice from an accountant, solicitor or other professional advisor.

1 Item 1 – Financial report, directors’ report and auditor’s report

As required by 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 30 June 2024 together with the director’s report, the remuneration report and the auditor’s report. These reports are all included in the Company’s Annual Report, which was lodged with the ASX on 22 August 2024.

The Company is no longer required to send a copy of the Annual Report to Shareholders unless Shareholders specifically elect to receive a copy. A copy of the Company’s Annual Report is available from the Company’s website at <https://www.tipgroup.com.au/investor-centre>.

No resolution is required for this item, but Shareholders will be given the opportunity to ask questions and to make comments on the reports. In addition, the Company’s auditor, Ryan Pollett of BDO Audit Pty Ltd, will be present at the Meeting and Shareholders will have an opportunity to ask questions of the auditor in relation to the conduct of the audit and the content of the financial report and auditor’s report.

2 Item 2 – Adoption of remuneration report

Section 250R of the Corporations Act requires a listed company to put a resolution to Shareholders to adopt its remuneration report for the relevant financial year. The Company’s remuneration report for the financial year ended 30 June 2024 can be found at pages 12 to 17 of the Company’s Annual Report.

The remuneration report explains the Board’s policies in relation to the nature and level of remuneration paid to the Company’s KMP (including the Company’s chief executive officer (**CEO**) and other senior executives, as well as the Company’s non-executive directors (**Non-executive Directors**)).

The vote on the remuneration report is advisory only and does not bind the Directors or the Company. However, under the Corporations Act:

- if at least 25% of the votes cast at any AGM on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, the Company’s next remuneration report must explain the Board’s proposed action in response or explain why no action has been taken; and
- if, at the AGM in the following year, at least 25% of the votes cast on a resolution to adopt the remuneration report are cast against the adoption of the remuneration report, a resolution must be put to the Shareholders that another meeting be held within 90 days at which all the Directors who were directors when the resolution to approve the Directors’ report for that year was passed, excluding any managing director, would need to stand for re-election.

Board recommendation

The Board recommends that Shareholders vote **in favour** of this Item.

3 **Item 3 – Re-election of Regan Passlow as Non-executive Director**

Regan Passlow was last elected as a Director of the Company on 22 October 2021. Mr Passlow will retire and stand for re-election at this AGM pursuant to rule 4.7(b) of the Company's Constitution.

Regan Passlow brings a wealth of knowledge and governance experience to the Board having worked as an executive director for nearly 45 years for various national and multi-national companies. Furthermore, Mr Passlow has over 45 years' experience in senior management and governance roles in private organisations. He is the former co-founder of WebProfit.com.au, a business established in the 1990s to provide executives of small and medium-sized enterprises with strategic advice on the use of the internet and e-commerce. Mr Passlow is also the co-founder of retail lender EM Finance Corporation and a founding director of Teaminvest Pty Ltd, Teaminvest Private Pty Ltd and EM Commercial Finance Pty Ltd. Mr Passlow chairs the Company's Risk & Compliance Committee, is currently a director of Conscious Capital Ltd and has held directorships on five other portfolio companies.

Mr Passlow holds a Masters Degree (MA, Mgmt.) from Macquarie University Graduate School of Management.

Board recommendation

The Board (except Regan Passlow) recommends that Shareholders vote **in favour** of this Item.

4 **Item 4 – Re-election of Howard Coleman as Non-Executive Director**

Howard Coleman was last elected as a Director of the Company on 22 October 2021. Mr H. Coleman will retire and stand for re-election at this AGM pursuant to rule 4.7(b) of the Company's Constitution.

Howard Coleman has over 45 years' experience as a founder and CEO in the areas of sales, marketing, publishing, consumer finance, and language and mathematics education in Australia, South Africa and the UK. His extensive background and experience are invaluable for assessing the strengths and weaknesses of companies. This particularly applies to identifying their future risks, and the ability and strategies of the board and senior management to deal with them.

Mr H. Coleman is a graduate of the Harvard Business School Owner/President Management Program and completed the Australian Institute of Company Directors' program for company directors. He has been a director of a number of private companies over many years, has regularly appeared as a guest commentator on Sky Business and Ausbiz and is a founding director of the Teaminvest, TIP and Conscious Capital.

Board recommendation

The Board (except Howard Coleman) recommends that Shareholders vote **in favour** of this Item.

Enquiries

Shareholders are asked to contact Mr Anand Sundaraj, Company Secretary, on (+61 2) 8880 5130 if they have any queries in respect of the matters set out in these documents.

Glossary

Annual General Meeting or **AGM** or **Meeting** means an annual general meeting of the Company and, unless otherwise indicated, means the annual general meeting convened by this notice of meeting at 9:00 am (Sydney time) on Friday, 25 October 2024 at Suite G01, 23 Ryde Road, Pymble NSW 2073.

Annual Report means the 2024 Annual Report to Shareholders for the period ended 30 June 2024 as lodged by the Company with ASX on 22 August 2024.

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

Board means the current board of Directors of the Company.

Chair means the person chairing the Meeting.

CEO means the chief executive officer.

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; or
- (e) a company the member controls.

Company means Teaminvest Private Group Ltd ACN 629 045 736.

Constitution means the Company's constitution.

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

Director means a current director of the Company.

Explanatory Statement means the explanatory statement accompanying this notice of meeting.

HIN means Holder Identification Number.

KMP means key management personnel of the Company.

Non-executive Director means a non-executive Director of the Company and, as at the date of this notice of Meeting, is Howard Coleman, Regan Passlow and Ian Kadish.

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

Shareholder means a holder of a Share.

SRN means Securityholder Reference Number.

TIP Group

ABN 74 629 045 736

TIP

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

Need assistance?



Phone:

1300 855 080 (within Australia)
+61 3 9415 4000 (outside Australia)



Online:

www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **9:00am (AEDT) on Wednesday, 23 October 2024.**

Proxy Form

How to Vote on Items of Business

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

APPOINTMENT OF PROXY

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

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

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

A proxy need not be a securityholder of the Company.

SIGNING INSTRUCTIONS FOR POSTAL FORMS

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

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

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

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

PARTICIPATING IN THE MEETING

Corporate Representative

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

Lodge your Proxy Form:

XX

Online:

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

Your secure access information is



Control Number: 999999

SRN/HIN: I999999999

PIN: 99999

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

By Mail:

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

By Fax:

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



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

You may elect to receive meeting-related documents, or request a particular one, in electronic or physical form and may elect not to receive annual reports. To do so, contact Computershare.

MR SAM SAMPLE
FLAT 123
123 SAMPLE STREET
THE SAMPLE HILL
SAMPLE ESTATE
SAMPLEVILLE VIC 3030

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



I 9999999999

I ND

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

XX

I/we being a member/s of Teaminvest Private Group Limited hereby appoint

the Chairman of the Meeting **OR**

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

or failing the individual or body corporate named, or if no individual or body corporate is named, the Chairman of the Meeting, as my/our proxy to act generally at the meeting on my/our behalf and to vote in accordance with the following directions (or if no directions have been given, and to the extent permitted by law, as the proxy sees fit) at the Annual General Meeting of Teaminvest Private Group Limited to be held at Suite G01, 23 Ryde Road, Pymble, NSW 2073 on Friday, 25 October 2024 at 9:00am (AEDT) and at any adjournment or postponement of that meeting.

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

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

Step 2 Items of Business

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

	For	Against	Abstain
Item 2 Adoption of remuneration report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Regan Passlow as Non-executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Howard Coleman as Non-executive Director	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 Securityholder 2 Securityholder 3 / /
Sole Director & Sole Company Secretary Director Director/Company Secretary Date

Update your communication details (Optional)

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

TIP

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Computershare

