



MaxiPARTS Limited

ACN 006 797 173

NOTICE OF ANNUAL GENERAL MEETING

Place: Batman's Hill on Collins
"William Wills" room
623 Collins Street
Melbourne Victoria 3000

Date: Thursday 21 November 2024

Time: 11.00am (Melbourne time)

THIS IS AN IMPORTANT DOCUMENT AND REQUIRES YOUR ATTENTION
If you are in doubt as to how to deal with it, please consult your professional adviser.

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MAXIPARTS LIMITED
ACN 006 797 173

NOTICE OF ANNUAL GENERAL MEETING

Notice is hereby given that the 2024 Annual General Meeting of MaxiPARTS Limited will be held at the Batman's Hill on Collins, "William Wills" room, 623 Collins Street, Melbourne, Victoria on Thursday, 21 November 2024 at 11.00am (Melbourne time).

The Explanatory Memorandum that accompanies and forms part of this Notice of Meeting describes the various matters to be addressed at the meeting. The Explanatory Memorandum should be read in conjunction with this Notice of Meeting.

Capitalised terms used in this Notice of Meeting and the Explanatory Memorandum have the meanings given to them in the Glossary unless the context indicates otherwise.

ITEMS OF BUSINESS

1. Financial Statements and Reports

To receive and consider the financial report, the directors' report and the auditors' report for the Company and its controlled entities for the year ended 30 June 2024.

2. Adoption of the Remuneration Report

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

That the Company's Remuneration Report for the year ended 30 June 2024 be adopted.

Note: The vote on this Item is advisory only and does not bind the Directors or the Company. A voting exclusion statement applies to this Resolution. See page 4 for details.

3. Re-election of Director – Gino Butera

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

That Gino Butera, who retires in accordance with the Constitution and being eligible for election, is re-elected as a Director of the Company.

Note: Information about Gino Butera and the re-election under this Item 3 is available on page 8 in the Explanatory Memorandum.

4. Re-election of Director – Brendan York

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

That Brendan York, who retires in accordance with the Constitution and being eligible for election, is re-elected as a Director of the Company.

Note: Information about Brendan York and the re-election under this Item 4 is available on page 8 in the Explanatory Memorandum.

5. Grant of Performance Rights to the Managing Director and CEO

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

That for the purposes of Listing Rule 10.14 and for all other purposes, to approve the grant of performance rights to Peter Loimaranta, Managing Director and Chief Executive Officer, as described in the Explanatory Memorandum.

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Note: A voting exclusion statement and voting prohibition statement applies to this Resolution. See page 5 for details. Information about this resolution is available on page 8 in the Explanatory Memorandum.

6. Approval of Financial Assistance

To consider, and if thought fit, to pass the following special resolution (**Financial Assistance Resolution**):

That for the purposes of sections 260A and 260B(2) of the Corporations Act 2001 (Cth) and for all other purposes, approval is given for financial assistance to be provided by Nineteen Group Pty Ltd (ACN 649 694 659), a subsidiary of the Company, and its wholly owned subsidiary Independant Parts (ACN 649 685 432), in connection with the Acquisition, as described in the Explanatory Memorandum.

By order of the Board

Liz Blockley
Company Secretary
18 October 2024

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IMPORTANT NOTES

VOTING ENTITLEMENTS

For the purposes of ascertaining voting entitlements for the AGM, the Board has determined that the shareholding of each member will be as it appears in the Company's register of members at 7.00pm (Melbourne time) on Tuesday 19 November 2024.

HOW TO VOTE

To vote at the AGM you will need to follow these steps:

EITHER 1. Complete the enclosed proxy form and return it by facsimile or mail (to be received **no later than 11.00am (Melbourne time) on Tuesday 19 November 2024**) to the following offices or facsimile numbers:

Computershare Investor Services Pty Limited

GPO Box 242

Melbourne Victoria 3001

Facsimile number: 1800 783 447 (within Australia) or +61 3 9473 2500 (outside Australia)

OR 2. Lodge your proxy online – go to www.investorvote.com.au, log in and follow the prompts. Custodians – Relevant custodians may lodge their proxy form online by visiting www.intermediaryonline.com

OR 3. Attend the AGM in person.

The lodging of a completed proxy form will not prevent you from attending and voting at the AGM. However if you attend the meeting and vote at the meeting, then any prior vote by your proxy will be cancelled.

VOTING EXCLUSION STATEMENTS

Item 2 – Remuneration Report

A vote on the resolution at item 2 of the Notice of Meeting must not be cast (in any capacity) by or on behalf of, and the Company will disregard any votes cast by or on behalf of:

- a member of the Company's key management personnel named in the Remuneration Report for the year ended 30 June 2024 (each a KMP); or
- a Closely Related Party of a KMP,

regardless of whether the votes are cast as a Shareholder, proxy or in any other capacity.

However, the Company will not disregard a vote cast by a KMP or Closely Related Party of a KMP if:

- it is cast as a proxy, and the proxy is appointed by writing that specifies how the proxy is to vote on the resolution at Item 2 and it is not cast on behalf of a KMP or a Closely Related Party of a KMP; or
- the proxy is the Chair of the AGM and the appointment of the Chair as proxy does not specify the way the proxy is to vote on Item 2 and the Chair is expressly authorised to exercise the proxy in favour of the resolution at Item 2 even if the resolution is connected directly or indirectly with the remuneration of a KMP.

The Chair intends to vote undirected proxies FOR the resolution in Item 2.

Important Note: If you are a KMP or a Closely Related Party of a KMP (or are acting on behalf of any such person) and purport to cast a vote that will be disregarded by the Company (as indicated above), you may be liable for an offence for breach of the voting restrictions that apply to you under the Corporations Act.

Item 5 – Grant of Performance Rights to the Managing Director and CEO

Voting exclusion statement:

The Company will disregard any votes cast in favour of the resolution in Item 5 by or on behalf of Mr Loimaranta (being the only director who is eligible to participate in the Performance Rights Plan) and any Associates of Mr Loimaranta, regardless of the capacity in which the vote is cast

However, votes will not be disregarded if they are cast by:

- a person as proxy or attorney for a person who is entitled to vote on the resolution in Item 5, in accordance with directions given to the proxy or attorney to vote on the resolution in that way; or
- the Chair of the AGM 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 Chair intends to vote undirected proxies FOR the resolution in Item 5.

Voting prohibition statement:

A person appointed as a proxy must not vote, on the basis of that appointment on this resolution in Item 5 if:

- the proxy is either a member of the KMP or a Closely Related Party of such a member; and
- the appointment does not specify the way the proxy is to vote on this resolution.

The above prohibition does not apply if the proxy is the Chair and the appointment expressly authorizes the chair to exercise the proxy even though this resolution is connected directly or indirectly with the remuneration of a member of the KMP.

WRITTEN QUESTIONS TO THE AUDITOR

The Company's auditor or the auditor's representative will attend the AGM. Shareholders entitled to vote at the AGM may submit written questions to the auditor if the question is relevant to the content of the auditor's report or the conduct of the audit of the annual financial report. Alternatively, there will be opportunity given to Shareholders to submit questions of the Auditor during the Meeting.

Questions submitted prior to Meeting must be submitted no later than 5.00pm (Melbourne time) on Thursday 14 November 2024 and should be sent to the Company Secretary, 22 Efficient Drive, Truganina, Victoria 3029 or by email to cosec@maxiparts.com.au. Questions can also be submitted when lodging your proxy vote online at investorvote.com.au.

PROXIES AND COMPANY REPRESENTATIVES

1. A proxy form is enclosed.
2. A Shareholder entitled to attend and vote at the AGM may appoint up to two proxies to attend and vote at the AGM on that Shareholders' behalf. A proxy need not be a Shareholder. If a Shareholder appoints two proxies, neither proxy may vote on a show of hands. If a Shareholder appoints two proxies and the appointment does not specify the proportion or number of votes each proxy may exercise, each proxy may exercise half of the votes. If you wish to appoint two proxies, please contact the Share Registry on 1300 850 505 (within Australia) or +61 3 9415 5000 (outside Australia) for an additional proxy form.
3. The proxy form must be signed by the Shareholder or his or her attorney in accordance with the instructions on the proxy form.

4. To be valid, the proxy form and the power of attorney or other authority (if any) under which it is signed (or any certified copy thereof) must be received by Share Registry at the address or facsimile number below, or submitted online, **no later than 11.00am (Melbourne time) on Tuesday 19 November 2024.**

By mail: Computershare Investor Services Pty Limited
GPO Box 242
Melbourne Victoria 3001

By facsimile: Computershare Investor Services Pty Limited on 1800 783 447 (within Australia) or
+61 3 9473 2500 (outside Australia)

Online: go to www.investorvote.com.au, log-in and follow the prompts.

Custodians: Relevant custodians may lodge their proxy form online by visiting
www.intermediaryonline.com

5. A member which is a body corporate and entitled to attend and vote at the AGM, or a proxy which is a body corporate and is appointed by a member entitled to attend and vote at the AGM, may appoint an individual to act as its representative at the AGM in accordance with section 250D of the Corporations Act. The representative must submit a certificate to evidence his or her appointment to the Share Registry by **no later than 11.00am (Melbourne time) on Tuesday 19 November 2024** unless it has previously been provided to the Share Registry. The proxy form contains instructions for obtaining a form of the certificate.
6. A proxy may decide whether to vote on any motion, except where the proxy is required by law or the Constitution to vote, or abstain from voting, in their capacity as proxy. If a proxy is directed to vote on an item of business, the proxy must vote on that item only in accordance with the 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, subject to any voting restrictions that may apply to the proxy.
7. If the proxy form is signed but is blank in all other material aspects, it will be taken to mean that it is in favour of the Chair of the AGM for full voting rights and the Chair intends to vote in favour of all items on a poll.

APPOINTING THE CHAIR AS YOUR PROXY

The proxy form accompanying this Notice of Meeting contains detailed instructions regarding how to complete the proxy form if a Shareholder wishes to appoint the Chair of the AGM as their proxy. You should read those instructions carefully.

If a Shareholder directs the Chair how to vote on an item of business, the Chair must vote in accordance with the direction.

In relation to each of the remuneration-related resolutions (being Items 2 and 5), if the Chair is appointed as your proxy, and you have not directed the Chair as your proxy how to vote on the relevant resolution, please note that by completing and returning the proxy form accompanying the Notice of Meeting you will be expressly authorising the Chair to exercise your undirected proxy in favour of those resolutions even though they are connected with the remuneration of the Company's KMP.

The Chair intends to exercise all undirected proxies by voting in favour of all resolutions on the agenda.

EXPLANATORY MEMORANDUM

This Explanatory Memorandum is to be read in conjunction with the accompanying Notice of Meeting.

The purpose of this Explanatory Memorandum is to provide Shareholders with an explanation of the business of the AGM and of the resolutions to be proposed and considered at the AGM of the Company to be held at 11.00am (Melbourne time) on Thursday 21 November 2024 and to allow Shareholders to determine how they wish to vote on those resolutions.

Shareholders should read the Notice of Meeting and this Explanatory Memorandum in full before deciding how to vote.

Capitalised terms used in this Explanatory Memorandum have the meanings given to them in the Glossary unless the context indicates otherwise.

Item 1 - Financial Statements and Reports

The Corporations Act requires that the Company's financial report (which includes financial statements, notes to the financial statements and the directors' declaration), the directors' report and the auditor's report be laid before the AGM.

There is no requirement in either the Corporations Act or the Constitution for Shareholders to approve the financial report, the directors' report or the auditor's report.

A copy of the Annual Report has been provided to each Shareholder (as required) and is also available on the Company's website: www.maxiparts.com.au. The Annual Report contains the financial report, the directors' report and the auditor's report.

Our auditor is not obliged to provide written responses to any written submitted questions. However, the Auditor will be present at the AGM and Shareholders will be given a reasonable opportunity to submit questions and make comments on these reports during the meeting, and on the management of the Company.

Item 2 – Remuneration Report

Shareholders are asked to adopt the Company's Remuneration Report. The Remuneration Report for the year ended 30 June 2024 is set out in the Company's Annual Report.

The Remuneration Report sets out:

- the remuneration policies adopted by the Board;
- the links between the remuneration policies adopted by the Board and the performance of the Company;
- the remuneration details for each Director and key management personnel;
- the different bases of remuneration paid to non-executive Directors and executive management; and
- information about performance-linked remuneration, including short term and long term incentives.

The Shareholder vote on the Remuneration Report is advisory only and will not bind the Company or its Directors. However, the Board will take into account any Shareholder discussions on this Resolution and the outcome of the vote when considering the future remuneration arrangements of the Company.

In accordance with the provisions of the Corporations Act, known generally as the "two strikes rule", Shareholders should note that if 25% or more of the votes cast are voted against the adoption of the Remuneration Report at two consecutive annual general meetings, a resolution will be put to Shareholders at the second annual general meeting (a "spill" resolution) that, if passed, will require another meeting to be held within 90 days. At that meeting the Company's Directors (other than the Managing Director), who held office when it was resolved to put the Remuneration Report to the second annual general meeting and who wish to continue as a Director, must stand for re-election.

Shareholders will be given a reasonable opportunity at the AGM to ask questions about, or make comments on, the Remuneration Report.

Noting that each Director has a personal interest in their own remuneration from the Company as set out in the Remuneration Report, the Directors unanimously recommend that Shareholders vote in favour of adopting the Remuneration Report.

A voting exclusion statement applies in relation to this resolution and is set out in the Notice of Meeting.

Item 3 – Re-election of Director – Mr Gino Butera

The Constitution provides that at the Company's annual general meeting in every year, one third of the Directors for the time being, or if their number is not a multiple of 3, then the number nearest one third shall retire from office (excluding the Manager Director). Further, a Director must retire from office at the conclusion of the third annual general meeting after the Director was last elected, even if their retirement results in more than one third of Directors retiring from office.

Directors are eligible for re-election.

Mr Gino Butera was last re-elected at the 2021 AGM and is due to retire from office at the conclusion of the AGM and seeks re-election as a Director. Mr Butera was appointed as director on 17 September 2021 to fill a casual vacancy and is Chair of the Remuneration and Human Resources Committee, and a member of the Audit and Risk Management Committee and Nominations Committee.

Further details about Mr Butera are set out in the Annual Report.

The Directors (except Mr Butera) unanimously recommend that Shareholders vote in favour of the re-election of Mr Butera.

Item 4 – Re-election of Director – Mr Brendan York

Pursuant to the Constitution, a non-executive Director who is elected to fill a casual vacancy must retire from office at the conclusion of the next annual general meeting after the Director was appointed. These Directors are eligible for re-election.

Mr Brendan York was elected as a Director on 18 July 2024 to fill a casual vacancy and in accordance with the Constitution is due to retire from office at the conclusion of the AGM and seeks re-election as a Director. Mr York is a member of the Audit & Risk Management Committee, Remuneration & Human Resources Committee and Nominations Committee.

Further details about Mr York are set out in the Annual Report.

The Directors (other than Mr York) unanimously recommend that Shareholders vote in favour of the re-election of Mr York.

Item 5 – Grant of Performance Rights to the Managing Director

Pursuant to the Listing Rules, the Company must seek Shareholder approval to grant securities in the Company, including performance rights, to Mr Peter Loimaranta, the Company's Managing Director and Chief Executive Officer, under an employee incentive scheme. If approval is given under Listing Rule 10.14, approval is not required under Listing Rule 7.1 (New Issues) for the proposed grant of performance rights, nor for the issue of any Shares on exercise of the performance rights, to Mr Loimaranta.

The Company is seeking approval for the grant of performance rights to Mr Loimaranta under the Company's Performance Rights Plan.

If the resolution in Item 5 is not passed, the Board will need to consider alternative remuneration arrangements which are consistent with the Company's remuneration principles, while maintaining the competitiveness of Mr Loimaranta's remuneration.

The Company issues performance rights under its long term incentive program (**LTI Program**) to incentivise executives to manage the business in a way that drives sustainable long term growth in shareholder value. Performance rights will only vest if the specific, long term performance hurdle attached to those performance rights, is met. Details of the performance hurdle attaching to the performance rights proposed to be issued are set out in the table below.

A summary of the terms of the performance rights proposed to be granted to Mr Loimaranta under the LTI Program is set out below. The performance rights are otherwise issued on the terms of the Performance Rights Plan (**Plan Rules**) which was approved by Shareholders in 2010 and is also summarised below. The Board has the discretion to waive or vary the terms of the Plan Rules.

A performance right will, upon its vesting and exercise, entitle a holder to receive (either by way of issue or by transfer) one Share in the Company (subject to adjustments for capital actions in accordance with the Listing Rules and the Plan Rules) which will rank equally with all other existing Shares.

Summary of the Plan Rules and other specific information required by ASX Listing Rule 10.14

<i>Maximum number of securities that may be acquired by Mr Loimaranta and the formula for calculating the number of securities to be issued</i>	<p>133,962 performance rights (2024 Performance Rights).</p> <p>The number of performance rights proposed to be granted to Mr Loimaranta has been calculated by using the ‘face value’ methodology – that is, by dividing the maximum long-term incentive component of his total annualised available remuneration (TAR) (\$266,585) by \$1.99, being the volume weighted average price of MaxiPARTS shares during the first month of the three-year performance period (July 2024).</p>
<i>Performance hurdles</i>	<p>The performance rights will vest and be exercisable only if the performance hurdle attached to the performance rights is satisfied.</p> <p>The 2024 Performance Rights will be subject to a performance hurdle requiring an EPS (continuing operations) accretion of 10% p.a. over the three-year period ending 30 June 2027 in order for the performance rights to vest. The FY24 EPS for the MaxiPARTS (continuing operations) business was 10.73 cents per share.</p> <p>A sliding scale will apply for partial attainment of the performance hurdle. The minimum target is 5% p.a. EPS accretion before any of the performance rights vest in the year ending 30 June 2027, at which point 25% of the performance rights will vest. 100% of the performance rights will vest where the target EPS accretion of 10% p.a. is fully achieved or exceeded.</p> <p>The Board retain the option to exclude any abnormal or unknown event from the assessment. Any unvested 2024 Performance Rights will lapse.</p>
<i>The price or formula for calculating the price for each security to be acquired under the Plan</i>	No price is payable by Mr Loimaranta for the grant or exercise of the 2024 Performance Rights.
<i>Eligible person for participation in the Performance Rights Plan</i>	At the discretion of the Board, senior managers and executive directors of the Company are eligible to participate in the LTI Program.
<i>Type of awards granted</i>	Performance rights are granted to participants in the LTI Program. Each performance right will, on its exercise, entitle the holder to receive one fully paid ordinary share in the Company, which will rank equally with all other existing fully paid ordinary shares. The exercise of a performance right is subject to certain performance hurdles being met.
<i>Basis of award of performance rights</i>	<p>The Company issues performance rights under its LTI Program to incentivise executives to manage the business in a way that drives sustainable long-term growth in shareholder value. Performance rights will only vest if the specific, long term performance hurdle attached to those performance rights, is met.</p> <p>An award of performance rights is calculated by reference to a participant’s remuneration package. Mr Loimaranta is eligible to receive performance rights equal to up to 50.0% of his total employment compensation. For other participating executives, the value of their performance rights ranges from 17.5% to 25% of their total employment compensation. ‘Total Employment Compensation’ (TEC) is the total of salary, superannuation and other monetary or non-monetary benefits.</p>

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<i>Basis of number of rights awarded</i>	The number of performance rights a participant receives is calculated on a “face value” basis by dividing the participant’s performance right entitlement by the Company’s share price. The share price is determined using the volume weighted average price (VWAP) over the first month of the financial year in which the rights are granted (ie, for rights granted in 2024 with a FY25 base, the July 2024 VWAP is used). This is on the basis that the start of the financial year is the starting point for measuring the achievement of the target.
<i>Exercise of performance rights</i>	Under the Plan Rules, vested performance rights may only be exercised during the period commencing on the third anniversary of the grant date and ending on the seventh anniversary of the grant date. Unexercised performance rights will lapse on their expiry date. In special circumstances, the Plan Rules permit an alternative exercise period to apply. For example, where a holder of performance rights retires, dies, sustains a total and permanent disability or is made redundant, the Board can determine that the performance hurdles be waived and that the exercise period commence on the date the special circumstance arises and end 90 days later.
<i>Lapse of performance rights</i>	Under the Plan Rules, unvested performance rights lapse if a holder ceases to be an employee of the MaxiPARTS group. Unvested and vested performance rights will lapse immediately if the holder is dismissed with cause, has committed an act of fraud, defalcation or gross misconduct in relation to the MaxiPARTS group, or has committed a disreputable act. The Plan Rules provide that vested performance rights will lapse: <ul style="list-style-type: none"> • six months after the date of termination of employment of the holder (other than in special circumstances relating to the death, retirement, redundancy or total and permanent disablement of the holder). • twelve months after the holder ceases employment as a result of special circumstances; or • twelve months after the occurrence of a change of control in the Company.
<i>Voting rights</i>	The performance rights do not carry any voting rights, but Mr Loimaranta will be able to vote any Shares that are provided on vesting and exercise of the performance rights.
<i>The names of all persons referred to in Listing Rule 10.14 who received securities under the Plan since the last approval</i>	Mr Loimaranta received 62,965 performance rights for nil consideration pursuant to the Shareholder approval granted at the 2023 AGM.
<i>The names of all persons referred to in Listing Rule 10.14 entitled to participate in the Plan</i>	Mr Loimaranta is the only person referred to in Listing Rule 10.14 entitled to participate in the Plan. As a director, Mr Loimaranta is a 10.14.1 party.
<i>The terms of any loan in relation to the acquisition</i>	No loan will be made in relation to the acquisition of performance rights or the underlying Shares by Mr Loimaranta.
<i>The date by which the Company will issue the securities</i>	The performance rights will be issued within 12 months of the date of the AGM. It is anticipated that the performance rights will be issued in November 2024.

The Managing Director’s total annualised available remuneration of \$1,119,657 (“TAR”) consists of:

- Fixed component of \$533,170 (Total employment cost 'TEC' inclusive of superannuation and allowances) with
- STI component, comprising a maximum 60.0% of TEC; and
- LTI component, comprising a maximum 50.0% of TEC.

Details of any performance rights issued under the Performance Rights Plan will be published in the annual report of the Company relating to the period in which they were issued, along with a statement that approval for the issue was obtained under Listing Rule 10.14. Any additional persons covered by Listing Rule 10.14 who become entitled to participate in an issue of performance rights under the Performance Rights Plan after the resolution in Item 5 is approved and who were not named in this Notice of Meeting will not participate until approval is obtained under that rule.

A voting exclusion statement applies to the resolution in Item 5 which is set out in the Notice of Meeting.

The non-executive Directors unanimously recommend that Shareholders vote in favour of the resolution.

Item 6: Approval of Financial Assistance

Background

As previously announced to the ASX on 1 December 2023, the Company acquired the entire issued share capital of Nineteen Group Pty Ltd (ACN 649 694 659) (**Nineteen Group**) (**Acquisition**). Nineteen Group and its wholly owned subsidiary, Independant Parts Pty Ltd (ACN 649 685 432) (together, **Subsidiaries**) became wholly owned subsidiaries of the Company on that date.

In connection with the funding of the Acquisition, the Company entered into the Second Amendment Deed dated 14 November 2023, between the Company, each entity listed in Schedule 1 of that deed (being other subsidiaries of the Company) and Commonwealth Bank of Australia (**CBA**) under which the existing Facility Agreement dated 1 September 2021 between the Company, as borrower, each entity listed in Part 1 of Part A of that agreement and CBA, as lender, was amended and restated (**Facility Agreement**).

The facilities provided under the Facility Agreement were drawn, among other purposes, to assist in funding the Acquisition.

Under the terms of the Facility Agreement, each of the Subsidiaries were required to accede to the Facility Agreement as a guarantor and grant security in favour of CBA within 20 business days of completion of the Acquisition.

In accordance with this requirement, each of the Subsidiaries have entered into:

- a letter of accession dated 16 January 2024, agreeing to become Additional Guarantors (as defined in the Facility Agreement) in relation to the Facility Agreement and to be bound by the terms of the Facility Agreement (**Guarantee**) in relation to any amount due under or in connection with the Facility Agreement (**Money Owning**); and
- a General Security Deed (**GSD**) dated 19 January 2024 with CBA under which each of the Subsidiaries grant a security interest in all of its present and after acquired property in favour of CBA to secure payment of all money owing to CBA under or in connection with the Facility Agreement or any other finance document (**Secured Money**) (**Security**),

(together, **Accession Documents**).

It is also a requirement under the Facility Agreement that the Company ensures that:

- a special resolution approving the giving of financial assistance under section 260B of the Corporations Act by each of the Subsidiaries is put to the Shareholders at the AGM; and
- it delivers a certificate (**Section 260B Certificate**) confirming approval of the financial assistance and satisfaction of section 260B of the Corporations Act by the earlier of 31 December 2024 and the date that is 20 Business Days after the date of the AGM.

For the purposes of the Accession Documents entered into by the Subsidiaries, the Money Owed and Secured Money (as those terms are defined in the Accession Documents) will only include debts and monetary liabilities in relation to any accommodation provided for the purposes of funding the Acquisition and any hedging transaction (however defined) which hedges any exposure in relation to the accommodation from the date on which the Section 260B Certificate is provided to CBA (or the requirement to provide such certificate has been waived by CBA in writing) (**Certificate Date**).

Restrictions on companies giving financial assistance

Under section 260A(1) of the Corporations Act, a company may financially assist a person to acquire shares (or units of shares) in the company or a holding company of the company only if:

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

Shareholder approval of financial assistance

Under section 260B(1) of the Corporations Act, for a company to financially assist a person to acquire shares (or units of shares) in itself or its holding company, the financial assistance must be approved by:

- (a) a special resolution passed at a general meeting of the company, with no votes being cast in favour of the resolution by the person acquiring the shares (or units of shares) or by their associates; or
- (b) a resolution agreed to, at a general meeting, by all ordinary shareholders.

Approval of this financial assistance pursuant to section 260B(1) of the Corporations Act will be given by the shareholders of each of the Subsidiaries.

Additionally, if the company giving the financial assistance will be a subsidiary of a listed domestic corporation immediately after the acquisition, the financial assistance must also be approved by a special resolution passed at a general meeting of that corporation under section 260B(2) of the Corporations Act. For this reason, since Nineteen Group is a wholly-owned subsidiary of the Company (being a listed domestic corporation) following the Acquisition, the Company is required to approve of the financial assistance to be given by the Subsidiaries by a special resolution of the shareholders of the Company.

Approval under section 260B(1) and section 260B(2) of the Corporations Act

The purpose of this section of the Explanatory Memorandum is to explain in further detail the proposed Financial Assistance Resolution set out in the Notice of Meeting which must be passed under section 260B(1) and section 260B(2) of the Corporations Act to enable the giving of the financial assistance by the Subsidiaries in connection with the Acquisition (as described below).

The Acquisition

As stated above, as a result of the Acquisition, the Company acquired the entire issued share capital of Nineteen Group which resulted in Nineteen Group becoming a wholly-owned subsidiary of the Company, a listed domestic corporation, immediately after the Acquisition.

The Financial Assistance

As stated above, the Company is a party to the Facility Agreement with CBA, the facilities provided under which were drawn, among other purposes, to assist in funding the Acquisition.

In connection with the Acquisition and in relation to any accommodation provided for the purposes of funding the Acquisition, the Subsidiaries have entered into the Accession Documents.

The entry by each of the Subsidiaries into, and the performance by each of them of its obligations under the Finance Documents constitutes the giving of financial assistance in connection with the Acquisition within the meaning of Part 2J.3 of the Corporations Act.

As Nineteen Group is a subsidiary of the Company, a listed Australian corporation, immediately following the Acquisition, the financial assistance must be approved by a special resolution at a general meeting of the Company in accordance with section 260B(2) of the Corporations Act. This is the resolution that Shareholders are being asked to consider.

Reasons for giving financial assistance

The main reasons for the giving of the financial assistance described above in connection with the Acquisition are:

- (a) it is a condition in the Facility Agreement that the Company ensure the Financial Assistance Resolution is put to Shareholders and if appropriate a Section 260B Certificate is provided to CBA. Failure to comply with such condition may result in an event of default occurring under the Facility Agreement;
- (b) it is a condition in the Facility Agreement that the Company procure that each of the Subsidiaries accede to the Facility Agreement and grants security in favour of CBA. Failure to comply with such condition may result in an event of default occurring under the Facility Agreement; and
- (c) it benefits the Subsidiaries to assist the Company (as its holding company) to continue to have access to financing in order to ensure the Company can provide its subsidiaries with finance on better terms than would be available to the Subsidiaries on a standalone basis.

Effect of financial assistance

As the Company is already liable for the amounts payable under the Facility Agreement, the giving of the financial assistance described in this Explanatory Memorandum by the Subsidiaries is unlikely to have any adverse effect on the Company, however the operations of the Subsidiaries will be restricted by the representations and warranties and undertakings given by them under the Accession Documents and the Facility Agreement.

Under the terms of the Accession Documents each of the Subsidiaries have already guaranteed (and provided security in relation to such guarantee) all debts and monetary liabilities arising in respect of the accommodation provided by the CBA under the Facility Agreement., including as from the Certificate Date, all debts and monetary liabilities in relation to any accommodation provided for the purposes of funding the Acquisition.

Advantages of proposed resolution

The advantage to the Company of the proposed Financial Assistance Resolution is that the Subsidiaries will be able to provide the Accession Documents and enable the Company to satisfy its obligations under the Facility Agreement and to avoid the occurrence of an event of default.

The directors of each of the Subsidiaries believe that the execution of the Finance Documents are in the interests of each of the Subsidiaries because:

- (a) they will have greater access to funding in the bank and capital markets as a result of integration with the Group; and
- (b) they will benefit from synergies, cost savings and greater growth potential through its integration with the Group.

Disadvantages to the Company of proposed resolution

As the Company is already liable for and has provided security, the directors of the Company do not believe there are any disadvantages to the Company of the proposed Financial Assistance Resolution, except that the operations of the Subsidiaries will be restricted by the undertakings and representations and warranties given by the Subsidiaries under the Finance Documents.

Disadvantages to the Subsidiaries of the proposed resolution

The disadvantages of the proposed Financial Assistance Resolution for the Subsidiaries include the following:

- (a) they will each become liable for the amounts due under the Facility Agreement;
- (b) each of their respective assets will be subject to security and their respective operations will be restricted by the representations, warranties and undertakings given by it under the Finance Documents;
- (c) the Company or any other obligor under the Facility Agreement may default under the facility;
- (d) CBA (as lender) may make a demand under the guarantee provided by a Subsidiary requiring immediate repayment of the amounts due under the Facility Agreement; and
- (e) CBA (as lender) may enforce the guarantee and/or security granted by a Subsidiary to recover the amounts due.

A demand made under the Guarantee may result in the winding up of a Subsidiary and a sale of any of their respective assets by CBA upon an enforcement of the security or execution of a judgment for moneys owing under the Guarantee. This may result in a return to the Company (and ultimately the Shareholders) significantly lower than could have been achieved had those assets been sold in the ordinary course of business or had the Company or, as applicable, the Subsidiaries continued trading.

Passing the Financial Assistance Resolution

The Financial Assistance Resolution under consideration is set out in Item 6 of the Notice of Meeting that accompanies this Explanatory Memorandum and will be passed if it is passed as a special resolution by the Shareholders.

Notice to Australian Securities & Investments Commission

As required by section 260B(5) of the Corporations Act, copies of the Notice of Meeting and this Explanatory Memorandum as sent to the Shareholders were lodged with the Australian Securities & Investments Commission before they were sent to the Shareholders.

Disclosure

The directors of the Company consider that this Explanatory Memorandum contains all information known to the Company that would be material to the Shareholders in deciding how to vote on the proposed resolution other than information which it would be unreasonable to require the Company to include because it has been previously disclosed to the Shareholders.

Board Recommendation

Based on information available at this time, the directors of the Company believe that the giving of the financial assistance by the Subsidiaries is not materially prejudicial to the interests of the Subsidiaries or their shareholders, or the ability of the Subsidiaries to pay its creditors.

The Board unanimously recommends that the Shareholders vote in favour of the Financial Assistance Resolution to approve the giving of financial assistance.

Voting Intention

The Chair intends to vote undirected proxies in favour of the Financial Assistance Resolution.

QUESTIONS?

Shareholders should consider the information set out in the Notice of Meeting and Explanatory Memorandum before deciding how to vote at the AGM.

If after reading the Notice of Meeting and the Explanatory Memorandum you have any questions about the AGM, please contact the Company Secretary on (03) 9368 7000 or by email: cosec@maxiparts.com.au.

For personal use only

GLOSSARY

AGM means the 2024 Annual General Meeting of the Company to be held on Thursday 21 November 2024 at 11:00am (Melbourne time).

Annual Report means the annual report of the Company for the financial year ended 30 June 2024.

Associate has the meaning given in the Listing Rules.

ASX means Australian Securities Exchange Limited.

Auditor's Report means the report published by HLB Mann Judd and dated 22 August 2024.

Board means the Board of Directors.

Chair means the chairperson of the Meeting.

Closely Related Parties has the meaning given by section 9 of the Corporations Act.

Company means MaxiPARTS Limited ACN 006 797 173.

Constitution means the constitution of the Company.

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

Director means a director of the Company.

Earnings per Share (EPS) = Profit (from continuing operations) / (Weighted average number of shares)

Explanatory Memorandum means this explanatory memorandum which accompanies and forms part of the Notice of Meeting.

Finance Document means the Facility Agreement, each Accession Document and any other document defined as a "Finance Document" in the Facility Agreement.

Group means the Company and all of its subsidiaries.

KMP means key management personnel, being those persons having authority and responsibility for planning, directing and controlling the activities of the Company directly or indirectly, including any Director (whether executive or otherwise) of the Company.

Listing Rules means the listing rules of the ASX.

Notice of Meeting means the notice of the AGM referred to in and which accompanies this Explanatory Memorandum.

Performance Rights Plan means the MaxiPARTS Performance Rights Plan approved by the Board of Directors on 30 September 2010 and amended by Board resolution on 24 August 2018.

Resolution means a resolution referred to in the Notice of Meeting.

Share means a fully paid ordinary share in the Company.


Share Registry means Computershare Investor Services Pty Ltd.


Shareholder means a holder of at least one Share.

Total Available Remuneration (TAR) means the total of salary, superannuation and other monetary or non-monetary benefits, including short and long term incentives.

Total Employment Compensation (TEC) means the total of salary, superannuation and other monetary or non-monetary benefits, excluding short and long term incentives.

Need assistance?

 **Phone:**
1300 850 505 (within Australia)
+61 3 9415 5000 (outside Australia)

 **Online:**
www.investorcentre.com/contact



YOUR VOTE IS IMPORTANT

For your proxy appointment to be effective it must be received by **11:00am (Melbourne time) on Tuesday, 19 November 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:

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: 184310

SRN/HIN:

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

By Mail:

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

By Fax:

1800 783 447 within Australia or
+61 3 9473 2500 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.

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

Proxy Form

Please mark to indicate your directions

Step 1 Appoint a Proxy to Vote on Your Behalf

I/We being a member/s of MaxiPARTS 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 MaxiPARTS Limited to be held at Batman's Hill on Collins, "William Wills" room, 623 Collins Street, Melbourne Victoria 3000 on Thursday, 21 November 2024 at 11:00am (Melbourne time) and at any adjournment or postponement of that meeting.

Chairman authorised to exercise undirected proxies on remuneration related resolutions: Where I/we have appointed the Chairman of the Meeting as my/our proxy (or the Chairman becomes my/our proxy by default), I/we expressly authorise the Chairman to exercise my/our proxy on Items 2 and 5 (except where I/we have indicated a different voting intention in step 2) even though Items 2 and 5 are connected directly or indirectly with the remuneration of a member of key management personnel, which includes the Chairman.

Important Note: If the Chairman of the Meeting is (or becomes) your proxy you can direct the Chairman to vote for or against or abstain from voting on Items 2 and 5 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 the Remuneration Report	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 3 Re-election of Director - Gino Butera	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 4 Re-election of Director - Brendan York	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 5 Grant of Performance Rights to the Managing Director and CEO	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>
Item 6 Approval of Financial Assistance	<input type="checkbox"/>	<input type="checkbox"/>	<input type="checkbox"/>

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

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

Individual or Securityholder 1 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

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